

Berry Petroleum Company

Brundage Canyon Field

4000 South 4028 West
Route 2 Box 7735
Roosevelt, UT 84066

Ph. (435) 722-1325
Fax: (435) 722-1321
www.bry.com

July 26, 2007

State Of Utah
Division of Oil, Gas & Mining
1594 W. North Temple,
Suite 1210 Box 145801
Salt Lake City, Utah 84114-5801

Re: Applications for Permit to Drill

Attached please find one (1) original and (1) copy of an *Application for Permit to Drill* on the following Lake Canyon well:

LC TRIBAL 11-26D-46

And 1 original copy of the *Application for Permit to Drill* on the following Ute Tribal well:

UTE TRIBAL 5-29D-55

If you have any questions regarding these "APD's" please call me at (435) 722-1325 or (435) 823-1808.

Thank you,

Shelley E. Crozier
Regulatory & Permitting Specialist
sec@bry.com

RECEIVED

JUL 26 2007

DIV. OF OIL, GAS & MINING

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 3

AMENDED REPORT
(highlight changes)

APPLICATION FOR PERMIT TO DRILL

5. MINERAL LEASE NO: 14-20-H62-5500 (EDA)		6. SURFACE: FEE	
1A. TYPE OF WORK: DRILL <input checked="" type="checkbox"/> REENTER <input type="checkbox"/> DEEPEN <input type="checkbox"/>		7. IF INDIAN, ALLOTTEE OR TRIBE NAME: UTE	
B. TYPE OF WELL: OIL <input checked="" type="checkbox"/> GAS <input type="checkbox"/> OTHER _____ SINGLE ZONE <input checked="" type="checkbox"/> MULTIPLE ZONE <input type="checkbox"/>		8. UNIT or CA AGREEMENT NAME: N/A	
2. NAME OF OPERATOR: BERRY PETROLEUM COMPANY		9. WELL NAME and NUMBER: LC TRIBAL 11-26D-46	
3. ADDRESS OF OPERATOR: RT. 2 BOX 7735 CITY ROOSEVELT STATE UTAH ZIP 84066		PHONE NUMBER: (435)722-1325	
4. LOCATION OF WELL (FOOTAGES) 540.83X 4438999Y 40.102218 -110.528354 AT SURFACE: 1970' FSL, 2308' FEL 539.835X 4439008Y 40.102319 -110.532648 NAD 27 AT PROPOSED PRODUCING ZONE: BHL: 1986' FSL, 1799' FWL NESW 40.102392 LAT 110.530000 LONG		10. FIELD AND POOL, OR WILDCAT: LAKE CANNON Alt Haymond	
14. DISTANCE IN MILES AND DIRECTION FROM NEAREST TOWN OR POST OFFICE: 16.8 MILES FROM DUCHESNE, UTAH		12. COUNTY: DUCHESNE	13. STATE: UTAH
15. DISTANCE TO NEAREST PROPERTY OR LEASE LINE (FEET) 1970'	16. NUMBER OF ACRES IN LEASE: 80.00	17. NUMBER OF ACRES ASSIGNED TO THIS WELL: 40	
18. DISTANCE TO NEAREST WELL (DRILLING, COMPLETED, OR APPLIED FOR) ON THIS LEASE (FEET) 25'	19. PROPOSED DEPTH: 6204'	20. BOND DESCRIPTION: RLB0005651	
21. ELEVATIONS (SHOW WHETHER DF, RT, GR, ETC.): 7090' GR	22. APPROXIMATE DATE WORK WILL START: REFER TO BPC SOP PLAN	23. ESTIMATED DURATION: REFER TO BPC SOP PLAN	

24. PROPOSED CASING AND CEMENTING PROGRAM: SEE ATTACHMENT

SIZE OF HOLE	CASING SIZE, GRADE, AND WEIGHT PER FOOT			SETTING DEPTH	CEMENT TYPE, QUANTITY, YIELD, AND SLURRY WEIGHT			
12 1/4	8 5/8	J-55 STC	24#	300'	TYPE III + ADDITIVES	130 SX	1.43 CF/SK	14.3 PPG
7 7/8	5 1/2	J-55 LTC	15.5#	6204'	HI-FILL MODIFIED+ADDITIVES	250 SX	3.46 CF/SK	11.0 PPG
					65/35 POZ+6% GEL+3% KCL+ADDITIVES	300 SX	1.92 CF/SK	13.0 PPG
NOTE: ACTUAL VOLUMES PUMPED WILL BE CALIPER HOLE VOLUME+25% EXCESS								

25. ATTACHMENTS: SEE CEMENT RECOMMENDATION ATTACHMENT

VERIFY THE FOLLOWING ARE ATTACHED IN ACCORDANCE WITH THE UTAH OIL AND GAS CONSERVATION GENERAL RULES:

- | | |
|--|--|
| <input checked="" type="checkbox"/> WELL PLAT OR MAP PREPARED BY LICENSED SURVEYOR OR ENGINEER | <input checked="" type="checkbox"/> COMPLETE DRILLING PLAN (BPC SOP ON FILE WITH STATE) |
| <input checked="" type="checkbox"/> EVIDENCE OF DIVISION OF WATER RIGHTS APPROVAL FOR USE OF WATER | <input type="checkbox"/> FORM 5, IF OPERATOR IS PERSON OR COMPANY OTHER THAN THE LEASE OWNER |

NAME (PLEASE PRINT) SHELLEY E. CROZIER TITLE REGULATORY & PERMITTING SPECIALIST

SIGNATURE *Shelley E. Crozier* DATE 07/24/07

(This space for State use only)

API NUMBER ASSIGNED: 43-013-33741

**Approved by the
Utah Division of
Oil, Gas and Mining**

**RECEIVED
JUL 26 2007**

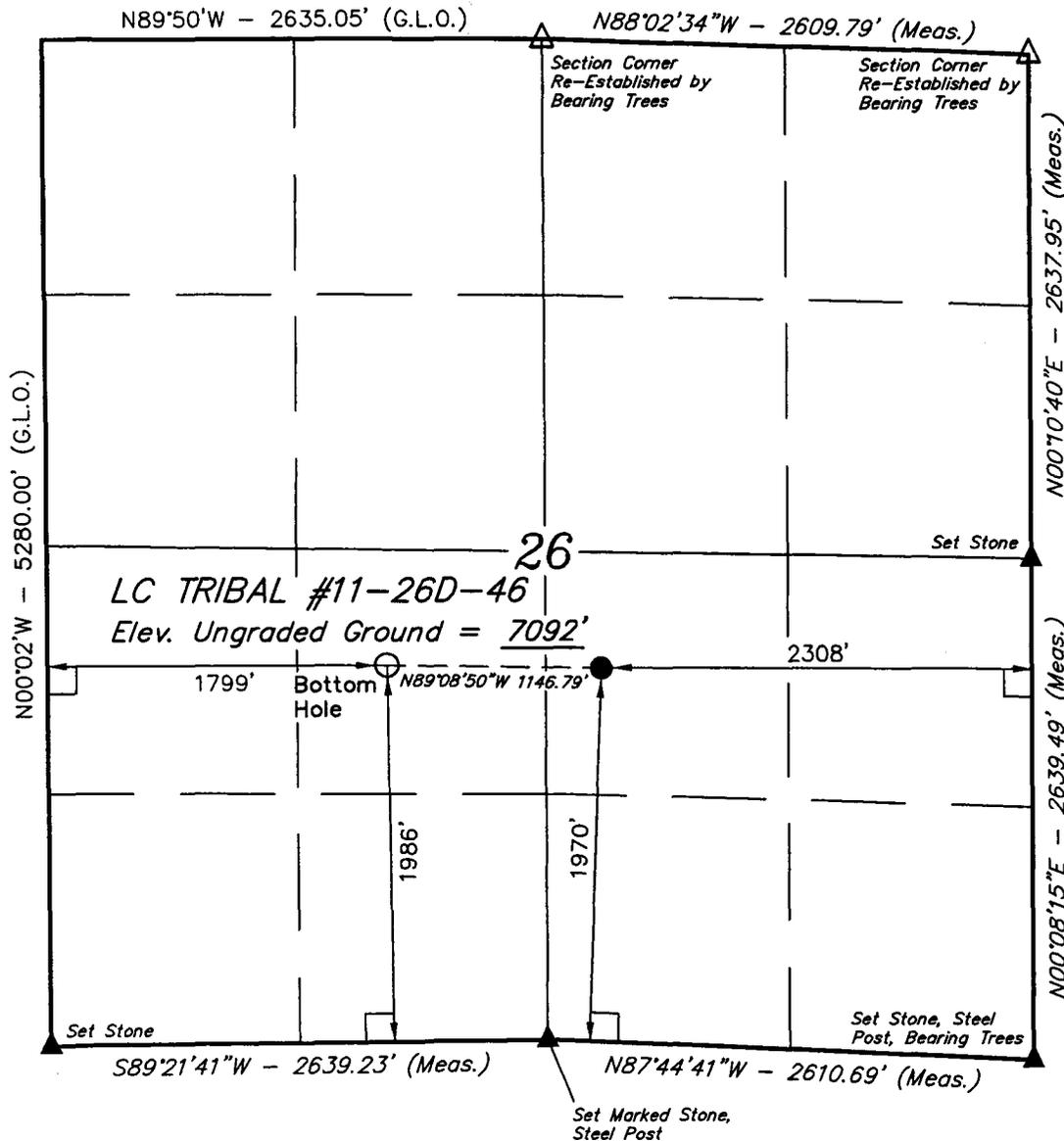
(11/2001)

**Federal Approval of this
Action is Necessary**

(See Instructions on Reverse Side)
Date: 07-14-08
By: *[Signature]*

DIV. OF OIL, GAS & MINING

T4S, R6W, U.S.B.&M.



LEGEND:

- └─┘ = 90° SYMBOL
- = PROPOSED WELL HEAD.
- ▲ = SECTION CORNERS LOCATED.
- △ = SECTION CORNERS RE-ESTABLISHED.
(Not Set on Ground)

(NAD 83)
 LATITUDE = 40°06'08.76" (40.102433)
 LONGITUDE = 110°31'45.44" (110.529289)
 (NAD 27)
 LATITUDE = 40°06'08.61" (40.102392)
 LONGITUDE = 110°31'48.00" (110.530000)

BERRY PETROLEUM COMPANY

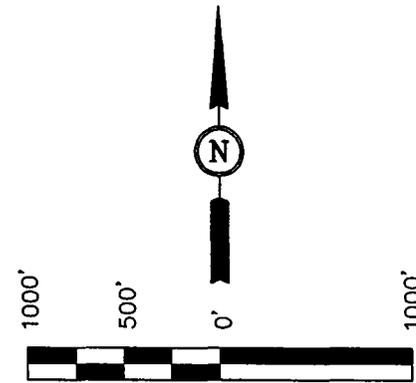
Well location, LC TRIBAL #11-26D-46, located as shown in the NW 1/4 SE 1/4 of Section 26, T4S, R6W, U.S.B.&M., Duchesne County, Utah.

BASIS OF ELEVATION

BENCH MARK (M67) LOCATED IN THE SW 1/4 OF SECTION 9, T5S, R4W, U.S.B.&M., TAKEN FROM THE DUCHESNE SE QUADRANGLE, UTAH, DUCHESNE COUNTY, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED ON CAP AS BEING 6097 FEET.

BASIS OF BEARINGS

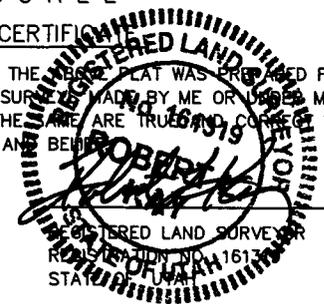
BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



SCALE

CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEY MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.



UINTAH ENGINEERING & LAND SURVEYING
 85 SOUTH 200 EAST - VERNAL, UTAH 84078
 (435) 789-1017

SCALE 1" = 1000'	DATE SURVEYED: 05-16-07	DATE DRAWN: 07-06-07
PARTY S.H. J.O. P.M.	REFERENCES G.L.O. PLAT	
WEATHER WARM	FILE BERRY PETROLEUM COMPANY	

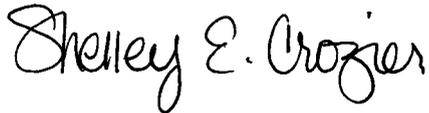
SELF-CERTIFICATION STATEMENT

The following self-certification statement is provided per federal requirements dated June 15, 1988.

Please be advised that Berry Petroleum Company is considered to be the operator of the following well.

LC Tribal 11-26D-46
NW 1/4, SE 1/4, 1970' FSL, 2308' FEL, Section 26, T. 4 S., R. 6 W., U.S.B.&M.
BHL: NE 1/4, SW 1/4, 1986' FSL 1799' FWL
Lease 14-20-H62-5500 (EDA)
Duchesne, County, Utah

Berry Petroleum Company is responsible under the terms of the lease for the operations conducted upon the lease lands.



Shelley E. Crozier
Regulatory & Permitting Specialist
Berry Petroleum Company
4000 South 4028 West
Route 2, Box 7735
Roosevelt, Utah 84066
435-722-1325

BERRY PETROLEUM COMPANY

LC Tribal 11-26D-46

Surface location NW 1/4, SE 1/4, 1970' FSL, 2308' FEL, Section 26, T. 4 S., R. 6 W., U.S.B.&M.

BHL: NE ¼, SW ¼, 1986' FSL 1799' FWL

Duchesne County, Utah

ONSHORE ORDER NO. 1

DRILLING PROGRAM

1,2 Estimated Tops of Geological Markers and Formations Expected to Contain Water, Oil and Gas and Other Minerals

FORMATION	DRILL DEPTH * @ BHL (TVD)	DRILL DEPTH * @ SHL (TVD)
Uinta	Surface	On Surface
Green River	1,758'	1,768'
Green River Upper Marker	1,969'	1,991'
Mahogany	2,588'	2,613'
Tgr3 Marker	3,748'	3,775'
Douglas Creek	4,577'	4,602'
*Black Shale	5,281'	5,302'
*Castle Peak	5,634'	5,660'
Uteland Butte Ls.	5,841'	5,867'
Wasatch	6,070'	6,103'
TD	6,170'	6,204'
Base of Moderately Saline Water (less than 10,000 ppm)	1,935'	1,796'

***PROSPECTIVE PAY**

Berry is locating the well at the surface location and directionally drilling from this location to minimize surface disturbance and Berry will be able to utilize the existing road and pipelines in the area.

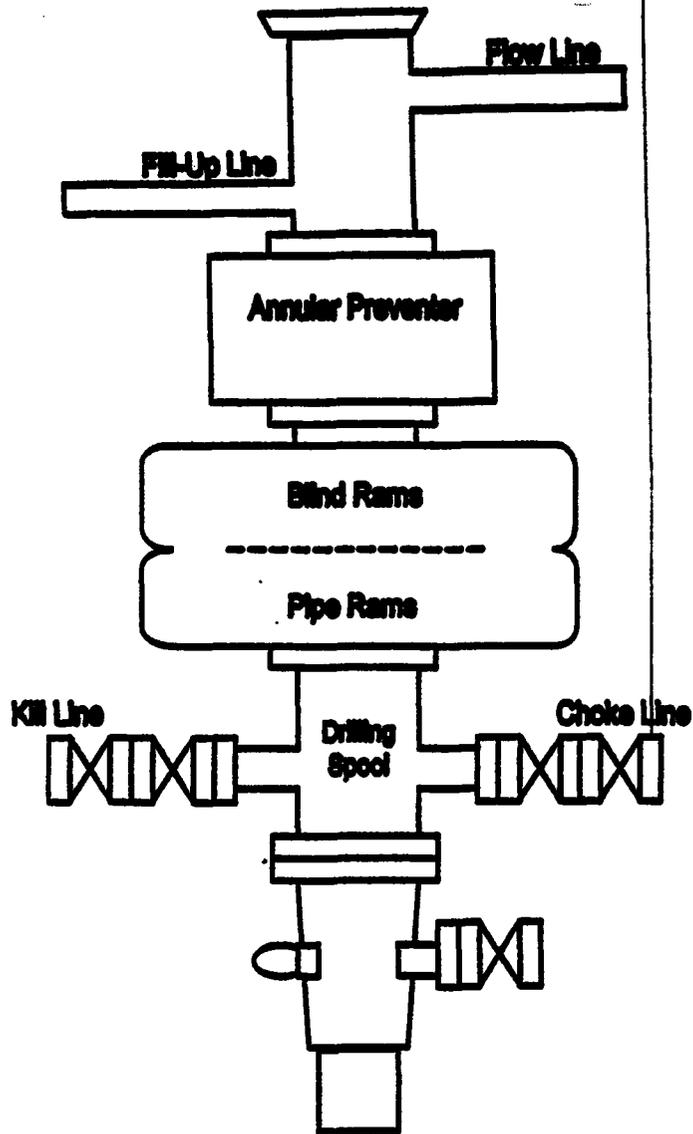
Furthermore, Berry hereby certifies that it is the sole working interest owner with 460 feet of the entire directional well bore and the remainder of the section.

3 Pressure Control Equipment : (Schematic Attached)

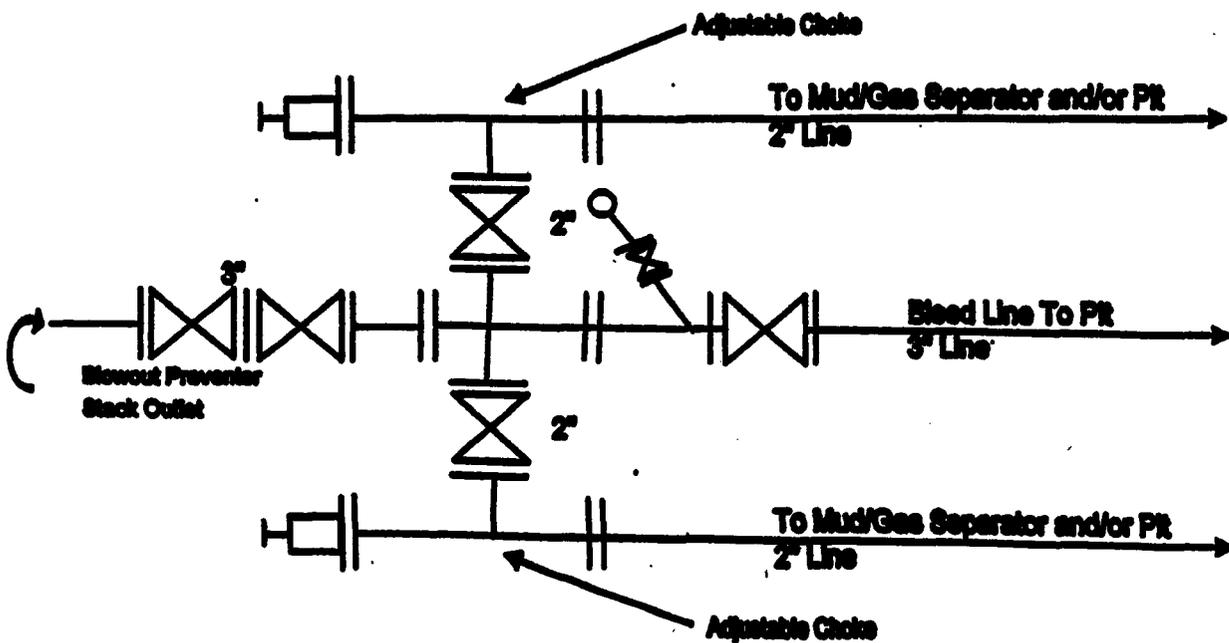
The BOP and related equipment shall meet the minimum requirements of Onshore Oil and Gas Order No. 2 for equipment and testing requirements, procedures, etc. A 2M system will be utilized. The attached diagram depicts the use of an annular in conjunction with double rams. However, an annular, double rams or both may be used depending on the drilling rig contracted. Chart recorders will be used for all pressure tests.

Test charts, with individual test results identified, shall be maintained on location while drilling and shall be made available to representative upon request.

BOP Diagram



2,000 PSI Choke Manifold Equipment



The anticipated bottom hole pressure will be less than 3,000 psi.

<u>Depth Intervals</u>	<u>BOP Equipment</u>
0 – 300'	No Pressure Control
300 – 6204'	9" 2000# Ram Type BOP 9" 2000# Annular BOP

4 Proposed Casing and Cementing Program

The proposed Casing Program will be as follows:

<u>Purpose</u>	<u>Depth</u>	<u>Hole Size</u>	<u>Casing Size</u>	<u>Type</u>	<u>Connection</u>	<u>Weight</u>
Surface	300'	12 ¼"	8-5/8"	J-55	ST&C	24#
Production	6204'	7-7/8"	5-1/2"	J-55	LT&C	15.5#

<u>Surface</u>	<u>Fill</u>	<u>Type & Amount</u>
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SEE ATTACHED CEMENT PROCEDURES

<u>Production</u>	<u>Type & Amount</u>
-------------------	--------------------------

SEE ATTACHED CEMENT PROCEDURES

For production casing, actual cement volumes will be determined from the caliper log plus a minimum of 25% excess.

5 Drilling Fluids Program

<u>Interval</u>	<u>Weight</u>	<u>Viscosity</u>	<u>Fluid Loss</u>	<u>Remarks</u>
0' – 300'	8.6	27	NC	Spud Mud or air
300'-6204'	8.6	27	NC	KCL Water

Berry Petroleum Company will use either or a Manual or Electronic Drilling Fluid Monitoring system on all well sites.

6 Evaluation Program

Logging Program:	HRI-GR-SP with SDL-DSN-PE: surface casing to TD. Preserve samples from all show intervals.
Sampling:	10' dry cut samples: Douglas Creek to TD. Preserve samples From all show intervals.
Surveys:	As deemed necessary
Mud Logger:	As deemed necessary
Drill Stem Tests:	As deemed necessary
Cores:	As deemed necessary

7 Abnormal Conditions

No abnormal temperatures or pressures or other hazards are anticipated.

8 Anticipated Starting Dates and Notification of Operations

Drilling Activity:

Anticipated Commencement Date:	Upon approval of the APD.
Drilling Days:	Approximately 6 days.
Completion Days:	Approximately 7 days.

BERRY PETROLEUM COMPANY
LC Tribal 11-26D-46
Surface location NW 1/4, SE 1/4, 1970' FSL, 2308' FEL, Section 26, T. 4 S., R. 6 W., U.S.B.&M.
BHL: NE ¼, SW ¼, 1986' FSL 1799' FWL
Duchesne County, Utah

ONSHORE ORDER NO. 1

MULTI POINT SURFACE USE & OPERATIONS PLAN

1 Existing Roads

To reach the Berry Petroleum Company well, LC Tribal 11-26D-46, in Section 26-T4S-R6W:

Start in Duchesne, Utah. Proceed southwest on US Highway 191. Travel southwest 3.5 miles. Turn west, then travel approx. 6.6 miles on existing two track. At fork in road go south, travel 4.1 miles south (down Skitzzy Canyon) at next bend in road take sharp left and go North 2.3 miles. Turn left (west) go 0.3 miles into location for LC Tribal 11-26D-46.

The existing oilfield service road may need some surface material to prevent or repair holes in the road due to heavy truck traffic during the drilling and completion operation. If repairs are made the operator will secure material from private sources.

Please see the attached map for additional details.

2 Planned Access Road

See Topographic Map "B" for the location of the proposed access road.

3 Location of Existing Wells

See Topographic Map "C" for the location of existing wells within a 1 mile radius.

4 Location of Tank Batteries, Production Facilities and Production Gathering and Service Lines

All permanent (on site for six months or longer) structures constructed or installed will be painted a flat, non-reflective, earth tone color to match one of the standard environmental colors, as determined by the five state Rocky Mountain Inter-Agency Committee. All facilities will be painted within six months of installation. Facilities required to comply with the Occupational Safety and Health Act (OSHA) will be excluded. The required paint color is desert brown (10YR 6/4) unless otherwise designated by the Authorized Officer.

A containment dike will be constructed completely around those production facilities which contain fluids (i.e., production tanks, produced water tanks). This dike will be constructed of compacted subsoil, be impervious, hold 100% of the capacity of the largest tank. The site specific APD will address additional capacity if such is needed due to environmental concerns. The use of topsoil for the construction of dikes will not be allowed. If a Spill Prevention, Control, and Countermeasure (SPCC) Plan is required by the Environmental Protection Agency, the containment dike may be expanded with the Authorized Agency Officer's approval to meet SPCC requirements.

A description of the proposed pipeline and a map illustrating the proposed route is attached.

All site security guidelines identified in Federal regulation 43 CFR 3126.7, will be adhered to. All off-lease storage, off-lease measurement, or commingling on-lease or off-lease production will have prior written approval from the Authorized Agency Officer.

Gas meter runs will be located approximately 100 feet from the wellhead. Where necessary, the gas line will be anchored down from the wellhead to the meter.

5 Location and Type of Water Supply

Water for the drilling and completion will be pumped or trucked from the Berry source wells located in Sec. 23, T5S, R5W or Sec. 24, T5S, R5W, permit # 43-11041, or from Douglas E. & Yordis Nielsen source well located in Sec. 12, T5S, R6W, permit # 43-1628, or from Duchesne City Culinary Water Dock located in Sec. 1, T4S, R5W or from East Duchesne Water, Arcadia Feedlot, Sec. 28, T3S, R3W or from Petroglyph Operating Company 08-04 Waterplant, Sec. 8, T5S, R3W.

6 Source of Construction Materials

All construction materials for this location site and access road shall be borrow material accumulated during construction of the location site and access road.

Additional gravel or pit lining material will be obtained from a private source.

The use of materials under Authorized Agency jurisdiction will conform with 43 CFR 3610.2-3.

7 Methods of Handling Waste Materials

Drill cuttings will be contained and buried in the reserve pit.

Drilling fluids, including salts and chemicals, will be contained in the reserve pit. Upon termination of drilling and completion operations, the liquid contents of the reserve pit will be used at the next drill site or will be removed and disposed of at an approved waste disposal facility within 180 days after drilling is terminated. Upon well completion, weather permitting (summer months), any hydrocarbons in the pit shall be removed in accordance with 43 CFR 3162.7-1.

Unless otherwise specified, the reserve pit will be constructed on the location and will not be located within natural drainages, where a flood hazard exists or surface runoff will destroy or damage the pit walls. The reserve pit will be constructed so that it will not leak, break, or allow discharge of liquids.

If it is determined at the onsite that a pit liner is necessary, the reserve pit will be lined with a synthetic reinforced liner a minimum of 12 millimeters thick, with sufficient bedding used to cover any rocks. The liner will overlap the pit walls and be covered with dirt and/or rocks to hold it in place. Trash or scrap that could puncture the liner will not be disposed of in the pit.

Reserve pit leaks are considered an unacceptable and undesirable event and will be orally reported to the Authorized Agency Officer.

After first production, produced wastewater will be trucked to one of the following approved waste water disposal sites: R.N. Industries, Inc. Sec. 4, T2S, R2W, Bluebell; MC & MC Disposal Sec. 12, T6S, R19E, Vernal; LaPoint Recycle & Storage Sec. 12, T5S, R19E, LaPoint or Water Disposal Inc. Sec. 32, T1S, R1W, Roosevelt, used in the operations of the field or, unless prohibited by the Authorized Officer, confined to the approved pit or storage tank for a period not to exceed 90 days. The use of such pit is hereby approved as part of this Application for Permit to Drill.

Production fluids will be contained in leak-proof tanks. All production fluids will be disposed of at approved disposal sites. Produced water, oil, and other byproducts will not be applied to roads or well pads for control of dust or weeds. The indiscriminate dumping of produced fluids on roads, well sites, or other areas will not be allowed.

Any spills of oil, gas, salt water, or other noxious fluids will be immediately cleaned up and removed to an approved disposal site.

A chemical portable toilet will be furnished with the drilling rig.

Garbage, trash, and other waste materials will be collected in a portable, self-contained, fully enclosed trash cage during operations. Trash will not be burned on location.

All debris and other waste materials not contained in the trash cage will be cleaned up and removed from the location promptly after removal of the completion rig (weather permitting).

Any open pits will be fenced during the operations. The fencing will be maintained with best efforts until such time as the pits are backfilled.

No chemicals subject to reporting under SARA Title III (hazardous materials) in an amount equal to or greater than 10,000 pounds will be used, produced, stored, transported, or disposed of annually in association with the drilling, testing, or completing of wells. Furthermore, extremely hazardous substances, as defined in 40 CFR 355, in threshold planning quantities, will not be used, produced, stored, transported, or disposed of in association with the drilling, testing, or completing of wells within these areas.

8 Ancillary Facilities

There are no ancillary facilities planned for at this time and none are foreseen in the future.

9 Wellsite Layout

The attached Location Layout diagram describes drill pad cross-sections, cuts and fills, and locations of the mud tanks, reserve pit, pipe racks, trailer parking, spoil dirt stockpile(s) and surface material stockpile(s)

10 Plans for Restoration of the Surface

The dirt contractor will be provided with approved copies of the Surface Use Plan prior to construction activities.

Upon well completion, within a reasonable time, the location and surrounding area will be cleared of all unused tubing, materials, trash, and debris not required for production.

Abandoned well sites, roads, and other disturbed areas will be restored as near as practical to their original condition. Where applicable, these conditions may include the re-establishment of irrigation systems, the re-establishment of appropriate soil conditions, and the re-establishment of vegetation as specified.

All disturbed areas will be re-contoured to the approximate natural contours.

Any drainage rerouted during the construction activities shall be restored to its original line of flow or as near as possible.

Prior to backfilling the reserve pit, the fence surrounding the reserve pit will be removed. The pit liner will be folded, torn, and perforated after the pit dries and prior to backfilling the reserve pit.

Before any dirt work associated with reserve pit restoration takes place, the reserve pit shall be as dry as possible. All debris in it will be removed. Other waste and spoil materials will be disposed of immediately upon completion of operations. The reserve pit will be reclaimed within 180 days from the date of well completion, weather permitting. Once reclamation activities have begun, the activities will be completed within 30 days.

After the reserve pit has been reclaimed, no depressions in the soil covering the reserve pit will be allowed. The object is to keep seasonal rainfall and runoff from seeping into the soil used to cover the reserve pit. Diversion ditches and water bars will be used to divert runoff as needed.

Prior to the construction of the location, the top 12 inches of soil material (if present) will be stripped and stockpiled. Placement of the topsoil is noted on the location plat attached. Topsoil shall be stockpiled separately from subsoil materials. Topsoil salvaged from the reserve pit shall be stockpiled separately near the reserve pit.

When restoration activities have been completed, the location site and new access road cuts and shoulders shall be reseeded. Prior to reseeding, all disturbed areas, including the old access road, will be scarified and left with a rough surface.

The Authorized Agency Officer shall be contacted for the required seed mixture. Seed will be broadcast and the amount of seed mixture per acre will be doubled. The seeded area will then be "walked" with a dozer to assure coverage of the seeds. The seed mixture will reflect the recommendation from the Archeology study done.

At final abandonment, all casing shall be cut off at the base of the cellar or 3 feet below final restored ground level, whichever is deeper, and cap the casing with a metal plate a minimum of

0.25 inches thick. The cap will be welded in place and the well location and identity will be permanently inscribed on the cap. The cap also will be constructed with a weep hole.

11 Surface Ownership

**Division of Wildlife Resources
1594 W. North Temple, Suite 2110
Salt Lake City, UT 84114-6301
1-801-538-4792**

12 Other information

All lease and/or unit operations will be conducted in such a manner that full compliance is made with all applicable laws, regulations, Onshore Oil and Gas Orders, the approved Plan of Operations, and any applicable Notice to Lessees. The operator is fully responsible for the actions of his subcontractors. A copy of these conditions will be furnished to the field representative to ensure compliance.

The operator will control noxious weeds along access road use authorizations, pipeline route authorizations, well sites or other applicable facilities. A list of noxious weeds may be obtained from the Authorized Agency or the appropriate County Extension Office.

Drilling rigs and/or equipment used during drilling operations on this location will not be stacked or stored on administered lands after the conclusion of drilling operations or at any other time without authorization by the Authorized Agency Officer. If authorization is obtained, such storage is only a temporary measure.

Travel is restricted to only approved travel routes.

A class III archaeological survey will be conducted on all lands, unless landowner waives rights for archaeological survey. All personnel will refrain from collecting artifacts and from disturbing any significant cultural resources in the area. The operator is responsible for informing all persons in the area who are associated with this project that they may be subject to prosecution for knowingly disturbing historic or archaeological sites or for collecting artifacts. All vehicular traffic, personnel movement, construction, and restoration activities shall be confined to the areas examined, as referenced in the archaeological report, and to the existing roadways and/or evaluated access routes. If historic or archaeological materials are uncovered during construction, the Operator is to immediately stop work that might further disturb such materials and contact the Authorized Agency Officer.

Within five working days, the Authorized Agency Officer will inform the operator as to:

Whether the materials appear eligible for the National Historic Register of Historic Places;

The mitigation measures the operator will likely have to undertake before the site can be used (assuming in-situ preservation is not necessary); and,

The time frame for the Authorized Officer to complete an expedited review under 36 CFR 800.11 to confirm, through the State Historic Preservation Officer, that the findings of the Authorized Officer are correct and that the mitigation measures are appropriate.

If the operator wishes, at any time, to relocate activities to avoid the expense of mitigation and/or the delays associated with this process, the Authorized Agency Officer and/or the surface owner will assume responsibility for whatever recordation and stabilization of the exposed materials may be required. Otherwise the operator will be responsible for mitigation costs. The Authorized Agency Officer and/or the surface owner will provide technical and procedural guidelines for the conduct of mitigation. Upon verification from the Authorized Agency Officer that required mitigation has been completed, the Operator will then be allowed to resume construction.

All Surface Use Conditions of Approval associated with the Landowner Surface Use Agreement and Environmental Analysis Mitigation Stipulations will be adhered to.

All well site locations will have appropriate signs indicating the name of the operator, the lease serial number, the well name and number, the survey description of the well (either footages or the quarter/quarter section, the section, township, and range).

13 Operator's Representative and Certification

A) Representative
NAME: Shelley E. Crozier
ADDRESS: Berry Petroleum Company
4000 South 4028 West
Route 2, Box 7735
Roosevelt, Utah 84066
PHONE: 435-722-1325

All lease and/or unit operations will be conducted in such a manner that full compliance is made with all applicable laws, regulations and onshore oil and gas orders. The operator is fully responsible for the actions of its subcontractors. A copy of these conditions will be furnished to the field representative to ensure compliance.

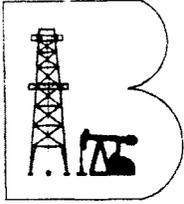
The drilling permit will be valid for a period of one year from the date of approval. After permit termination, a new application will be filed for approval for any future operations.

B) Certification:

I hereby certify that I, or persons under my direct supervision, have inspected the proposed drillsite and access route; that I am familiar with the conditions which presently exist; that the statements made in this plan are, to the best of my knowledge and belief, true and correct; and that the work associated with the operations proposed herein will be performed by Berry Petroleum Company and its contractors and subcontractors in conformity with this plan and the terms and conditions under which it is approved. This statement is subject to the provisions of 18 U.S.C. 1001 for the filing of a false statement.

July 24, 2007
DATE

Shelley E. Crozier
Shelley E. Crozier
Regulatory & Permitting Specialist
Berry Petroleum Company



Berry Petroleum Company

Brundage Canyon Field

4000 South 4028 West
Route 2 Box 7735
Roosevelt, UT 84066

Ph. (435) 722-1325
Fax: (435) 722-1321
www.bry.com

May 11, 2007

Berry Petroleum Company will be using either Manual or Electronic Drilling Fluid Monitoring Systems, for the following wells that have previously been submitted and all future APD's will be duly noted in the Self Certification Statement of future APD's.

LC TRIBAL 1-17-56
LC TRIBAL 2-11D-56
LC TRIBAL 3-17-56
LC TRIBAL 7-3-56
LC TRIBAL 1-9-56
LC TRIBAL 14-22D-46
LC TRIBAL 16-3-56
LC TRIBAL 5-4-56
LC TRIBAL 9-6-56
FEDERAL 16-5-65
FEDERAL 5-6-65
FEDERAL 8-2D-64

LC TRIBAL 14-2-56
LC TRIBAL 3-11D-56
LC TRIBAL 4-16-56
LC TRIBAL 8-28-46
LC TRIBAL 10-9D-56
LC TRIBAL 14-34-46
LC TRIBAL 3-18-56
LC TRIBAL 8-4-56
FEDERAL 10-2-65
FEDERAL 5-3-64
FEDERAL 6-11-65

LC TRIBAL 16-21-46
LC TRIBAL 2-16D-56
LC TRIBAL 4-27-46
LC TRIBAL 14-4-56
LC TRIBAL 12-34-46
LC TRIBAL 15-3D-56
LC TRIBAL 3-5-56
LC TRIBAL 8-7-56
FEDERAL 11-10-65
FEDERAL 5-4-64
FEDERAL 8-1-64

Sincerely,

Tim D. McDonald
Drilling Supervisor
Berry Petroleum Company

4. Proposed Surface Casing and Cementing Program:

The proposed Casing Program will be as follows:

Purpose	Depth	Hole Size	Casing Size	Type	Connection	Weight
Surface	300'+	12 1/4"	8-5/8"	J-55	ST&C or LT&C	24#

The proposed casing and cementing program shall be conducted as approved to protect and/or isolate all usable water zones, potentially productive zones, lost circulation zones, abnormally pressured zones, and any prospectively valuable deposits of minerals. Any isolating medium other than cement shall receive approval prior to use. The casing setting depth shall be calculated to position the casing seat opposite a competent formation, which will contain the maximum pressure to which it will be exposed during normal drilling operations. Determination of casing setting depth shall be based on all relevant factors, including: presence/absence of hydrocarbons, fracture gradients, usable water zones, formation pressures, lost circulation zones, other minerals, or other unusual characteristics.

All casing, except conductor casing, shall be new or reconditioned and tested. Used casing shall meet or exceed API standards for new casing.

The surface casing shall be cemented back to the surface either during the primary cement job or by remedial cementing. If drive pipe is used, it may be left in place if its total length is less than twenty feet below the surface. If the total length of the drive pipe is equal to or greater than twenty feet, it will be pulled prior to cementing, or it will be cemented in place.

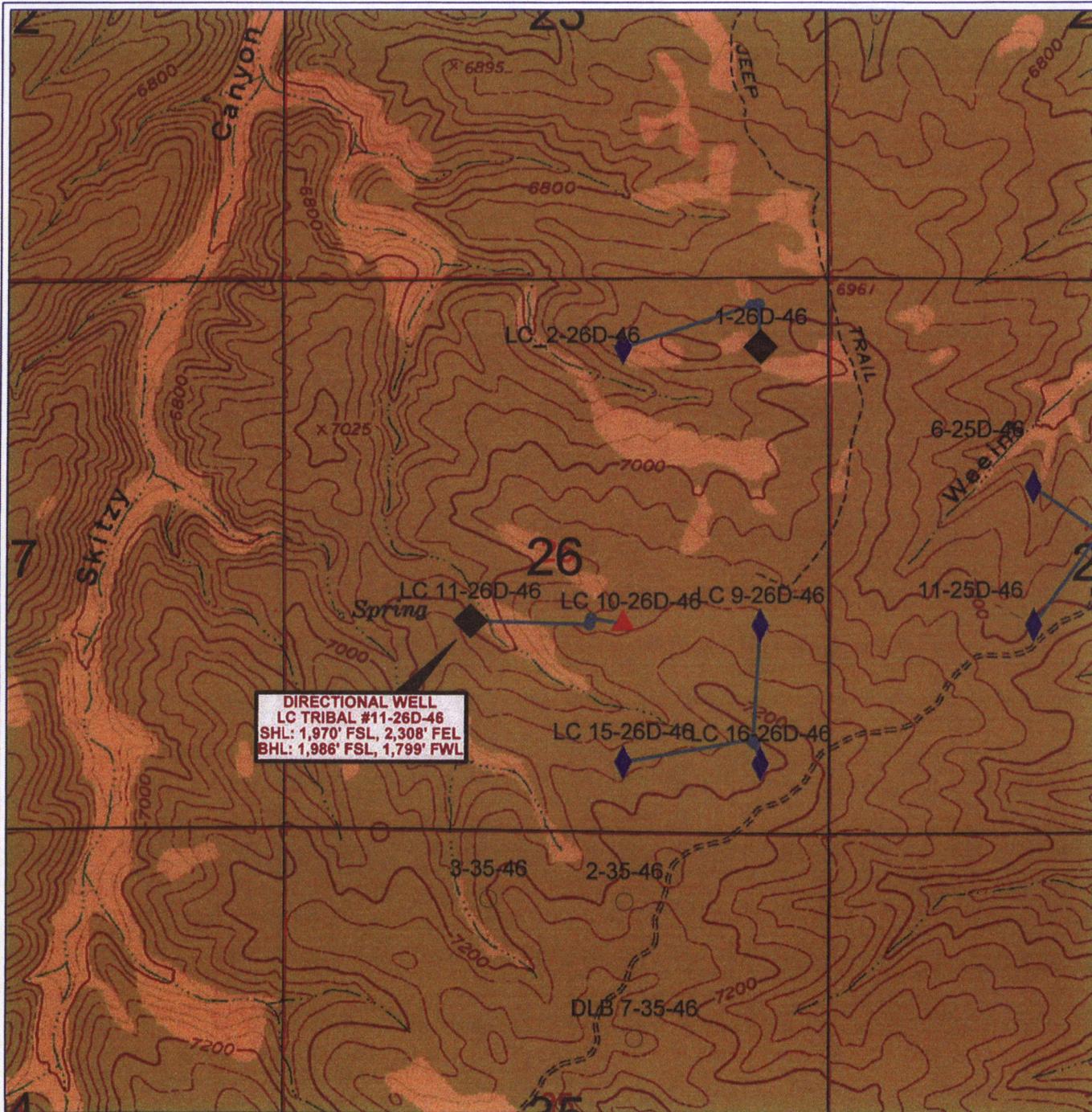
Surface casing shall have centralizers on the bottom three joints, with a minimum of one centralizer per joint.

All casing strings below the conductor shall be pressure tested to 0.22 psi per foot of casing string length or to 1500 psi, whichever is greater, but not to exceed 70% of the minimum internal yield. If pressure declines more than 10% in 30 minutes, corrective action shall be taken.

Casing design will be subject to revision based on geologic conditions encountered.

The cementing program will be as follows:

Surface	Fill	Type & Amount
0'-300'	300'	Approximately 135 sx Class "G" (Type III) cement + additives or a similar slurry with a minimum weight of 15.8 ppg and approximate yield of 1.17 cf/sk, minimum 24 hr compressive strength = 500 psi (Cement will be circulated to surface and topped off, if necessary.)



DIRECTIONAL WELL
 LC TRIBAL #11-26D-46
 SHL: 1,970' FSL, 2,308' FEL
 BHL: 1,986' FSL, 1,799' FWL



Lake Canyon Project

LC TRIBAL 11-26D-46

Directional Drilling Plat

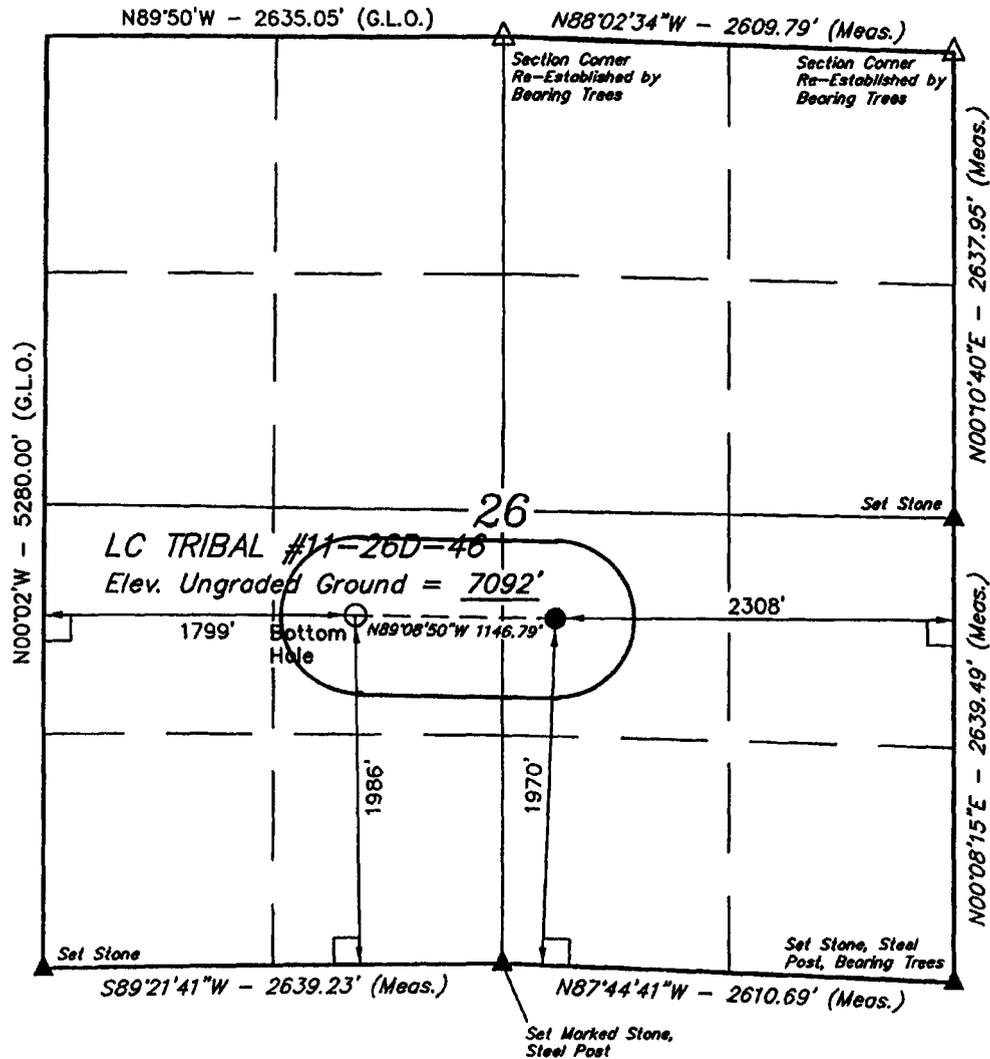
Sec. 26 T4S R6W - Duchesne Co, UT



- WELL SYMBOLS**
- ▲ W/O BLM
 - ◆ Geologic Prognosis Prepared
 - Location Only
 - ◆ Working on APD

July 13, 2007

T4S, R6W, U.S.B.&M.



LEGEND:

- └─┘ = 90° SYMBOL
- = PROPOSED WELL HEAD.
- ▲ = SECTION CORNERS LOCATED.
- △ = SECTION CORNERS RE-ESTABLISHED. (Not Set on Ground)

(NAD 83)
 LATITUDE = 40°06'08.76" (40.102433)
 LONGITUDE = 110°31'45.44" (110.529289)
 (NAD 27)
 LATITUDE = 40°06'08.61" (40.102392)
 LONGITUDE = 110°31'48.00" (110.530000)

BERRY PETROLEUM COMPANY

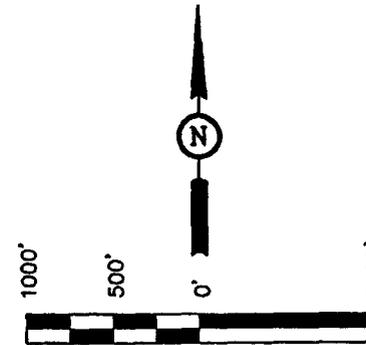
Well location, LC TRIBAL #11-26D-46, located as shown in the NW 1/4 SE 1/4 of Section 26, T4S, R6W, U.S.B.&M., Duchesne County, Utah.

BASIS OF ELEVATION

BENCH MARK (M67) LOCATED IN THE SW 1/4 OF SECTION 9, T5S, R4W, U.S.B.&M., TAKEN FROM THE DUCHESNE SE QUADRANGLE, UTAH, DUCHESNE COUNTY, 7.5 MINUTE QUAD. (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED ON CAP AS BEING 6097 FEET.

BASIS OF BEARINGS

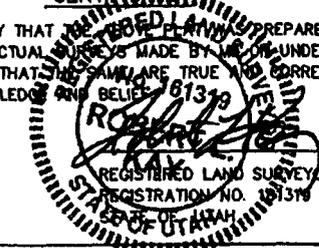
BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



SCALE

CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.



UINTAH ENGINEERING & LAND SURVEYING

85 SOUTH 200 EAST - VERNAL, UTAH 84078

(435) 789-1017

SCALE 1" = 1000'	DATE SURVEYED: 05-16-07	DATE DRAWN: 07-06-07
PARTY S.H. J.O. P.M.	REFERENCES G.L.O. PLAT	
WEATHER WARM	FILE BERRY PETROLEUM COMPANY	



Proposal No: 1001104605A

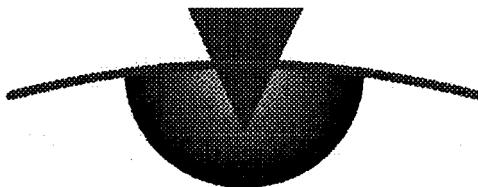
Berry Petroleum Co
Lake Canyon 11-26D-46

26 T4S R6W
Duchesne County, Utah
July 16, 2007

Cement Recommendation

Prepared for:
Tim McDonald
Berry Petroleum Co.

Prepared by:
WESLEY D COOK
District Technical Supervisor
Vernal, Utah
Bus Phone: (435)781-2294
Mobile: (435)828-4121



POWERVISION®

POWERPRO • POWERTRAX • POWERLINK

Service Point:

Vernal
Bus Phone: (435) 781-2294
Fax: (435) 789-4530

Service Representatives:

Darrin Bailey
Senior Sales Rep
Vernal, Utah
Bus Phone: (435) 781-2294

Operator Name: Berry Petroleum Co
Well Name: Lake Canyon 11-26D-46
Job Description: Cement 5-1/2 inch Production Casing
Date: July 16, 2007



Proposal No: 1001104605A

JOB AT A GLANCE

Depth (TVD)	6,204 ft
Depth (MD)	6,281 ft
Hole Size	7.875 in
Casing Size/Weight :	5 1/2in, 15.5 lbs/ft
Pump Via	5 1/2" O.D. (4.950" I.D) 15.5 #
Total Mix Water Required	7,235 gals
Pre-Flush	
Fresh Water	10 bbls
Density	8.3 ppg
Spacer	
KCl Water	10 bbls
Density	8.4 ppg
Spacer	
Fresh Water	20 bbls
Density	8.3 ppg
Lead Slurry	
PL2+SF+3#CSE+3%KCL+0.25:	257 sacks
Density	11.0 ppg
Yield	3.46 cf/sack
Tail Slurry	
50:50:2+3%KCL+0.5%EC-1+0.:	323 sacks
Density	14.3 ppg
Yield	1.27 cf/sack
Displacement	
Fresh Water	149 bbls
Density	8.3 ppg

Operator Name: Berry Petroleum Co
 Well Name: Lake Canyon 11-26D-46
 Job Description: Cement 5-1/2 inch Production Casing
 Date: July 16, 2007



Proposal No: 1001104605A

WELL DATA

ANNULAR GEOMETRY

ANNULAR I.D. (in)	DEPTH(ft)	
	MEASURED	TRUE VERTICAL
8.097 CASING	342	342
7.875 HOLE	6,281	6,204

SUSPENDED PIPES

DIAMETER (in)		WEIGHT (lbs/ft)	DEPTH(ft)	
O.D.	I.D.		MEASURED	TRUE VERTICAL
5.500	4.950	15.5	6,281	6,204

Float Collar set @ 6,241 ft
 Mud Density 8.40 ppg
 Mud Type Water Based
 Est. Static Temp. 145 ° F
 Est. Circ. Temp. 115 ° F

VOLUME CALCULATIONS

342 ft	x	0.1926 cf/ft	with	0 % excess	=	65.9 cf
3,758 ft	x	0.1733 cf/ft	with	27 % excess	=	824.5 cf
2,181 ft	x	0.1733 cf/ft	with	7 % excess	=	403.4 cf
40 ft	x	0.1336 cf/ft	with	0 % excess	=	5.3 cf (inside pipe)
TOTAL SLURRY VOLUME					=	1299.1 cf
					=	232 bbls

Confirm well data with customer representative prior to pumping.

Operator Name: Berry Petroleum Co
Well Name: Lake Canyon 11-26D-46
Job Description: Cement 5-1/2 inch Production Casing
Date: July 16, 2007



Proposal No: 1001104605A

FLUID SPECIFICATIONS

Pre-Flush 10.0 bbls Fresh Water @ 8.34 ppg
 Spacer 10.0 bbls KCl Water @ 8.4 ppg
 Spacer 20.0 bbls Fresh Water @ 8.34 ppg

<u>FLUID</u>	<u>VOLUME CU-FT</u>	<u>VOLUME FACTOR</u>	<u>AMOUNT AND TYPE OF CEMENT</u>
Lead Slurry	890	/ 3.46	= 257 sacks Premium Lite II Cement + 0.05 lbs/sack Static Free + 3% bwoc Potassium Chloride + 0.25 lbs/sack Cello Flake + 5 lbs/sack Kol Seal + 0.002 gps FP-6L + 10% bwoc Bentonite + 0.5% bwoc Sodium Metasilicate + 3 lbs/sack CSE-2 + 201.6% Fresh Water
Tail Slurry	409	/ 1.27	= 323 sacks (50:50) Poz (Fly Ash):Class G Cement + 0.05 lbs/sack Static Free + 3% bwoc Potassium Chloride + 0.5% bwoc EC-1 + 0.25 lbs/sack Cello Flake + 0.002 gps FP-6L + 2% bwoc Bentonite + 0.3% bwoc Sodium Metasilicate + 56.3% Fresh Water

Displacement 148.6 bbls Fresh Water @ 8.34 ppg

CEMENT PROPERTIES

	SLURRY NO. 1	SLURRY NO. 2
Slurry Weight (ppg)	11.00	14.30
Slurry Yield (cf/sack)	3.46	1.27
Amount of Mix Water (gps)	21.03	5.67
Amount of Mix Fluid (gps)	21.03	5.67
Estimated Pumping Time - 70 BC (HH:MM)	4:30	3:30
COMPRESSIVE STRENGTH		
24 hrs @ 144 ° F (psi)		2300
72 hrs @ 144 ° F (psi)		2550

Compressive strengths and thickening times are estimates only. Final laboratory testing will determine retarder loadings, if necessary.

Slurry volumes are based off of 25% excess with gauge hole.



CONDITIONS

BJ Services' performance of services and sale of materials is expressly conditioned upon the applicability of the Terms and Conditions contained in the current BJ Services Price Book. The Terms and Conditions include, among other things, an indemnity in favor of BJ Services from Customer for damage to the well bore, reservoir damage, loss of the hole, blowouts and loss of control of the well, even if caused by the negligence or other fault of BJ Services. The Terms and Conditions also limit the warranties provided by the BJ Services and the remedies to which Customer may be entitled in the event of a breach of warranty by BJ Services. For these reasons, we strongly recommend that you carefully review a copy of the Terms and Conditions. If you do not have a copy of the BJ Services Price Book, you can view the Terms and Conditions on BJ Services Web Site, www.bjservices.com. By requesting that BJ Services perform the services described herein, Customer acknowledges that such Terms and Conditions are applicable to the services. Further, by requesting the services, Customer warrants that its representative on the well location or other service site will be fully authorized to acknowledge such Terms and Conditions by executing a Field Receipt or other document presented by BJ Services containing such Terms and Conditions.

In the event that Customer and BJ Services have executed a Master Services Agreement covering the work to be performed, such Master Services Agreement shall govern in place of the Terms and Conditions. If you are interested in entering into Master Services Agreement with BJ Services, please contact us through the "Go BJ" button on the BJ Services Web Site.

Operator Name: Berry Petroleum Co
Well Name: Lake Canyon 11-26D-46
Date: July 16, 2007



Proposal No: 1001104605A

PRODUCT DESCRIPTIONS

Bentonite

Commonly called gel, it is a clay material used as a cement extender and to control excessive free water.

CSE-2

An additive which contributes to low density, high compressive strength development of cement slurries at all temperature ranges. This material also controls free water without the need for standard extenders.

Cello Flake

Graded (3/8 to 3/4 inch) cellophane flakes used as a lost circulation material.

Class G Cement

Intended for use as a basic cement from surface to 8000 ft as manufactured, or can be used with accelerators and retarders to cover a wide range of well depths and temperatures.

EC-1

A proprietary product that provides expansive properties and improves bonding at low to moderate temperatures.

FP-6L

A clear liquid that decreases foaming in slurries during mixing.

Kol Seal

A granular, lightweight material (specific gravity of 1.3) used to control lost circulation in zones of natural and induced fractures, cavities and high permeability.

Potassium Chloride

A granular salt used to reduce clay swelling caused by water-base stimulation fluids.

Potassium Chloride

A granular salt used to reduce clay swelling caused by water-base cementing fluids.

Poz (Fly Ash)

A synthetic pozzolan, (primarily Silicon Dioxide). When blended with cement, Pozzolan can be used to create lightweight cement slurries used as either a filler slurry or a sulfate resistant completion cement.

Premium Lite II Cement

Premium Lite II is a high-yield, cost effective lightweight cement blend that provides exceptional compressive strength and reduced permeability when mixed at low slurry weights.

Sodium Metasilicate

An accelerator used to decrease the thickening time of cement slurries.

Sodium Metasilicate

An extender used to produce an economical, low density cement slurry.

Operator Name: Berry Petroleum Co
Well Name: Lake Canyon 11-26D-46
Date: July 16, 2007



Proposal No: 1001104605A

PRODUCT DESCRIPTIONS (Continued)

Static Free

An anti-static additive used to prevent air entrainment due to agglomerated particles. Can be used in Cementing and Fracturing operations to aid in the flow of dry materials.

Operator Name: Berry Petroleum Co
Well Name: Lake Canyon 11-26D-46
Date: July 16, 2007



Proposal No: 1001104605A

End of Report

EXHIBIT A

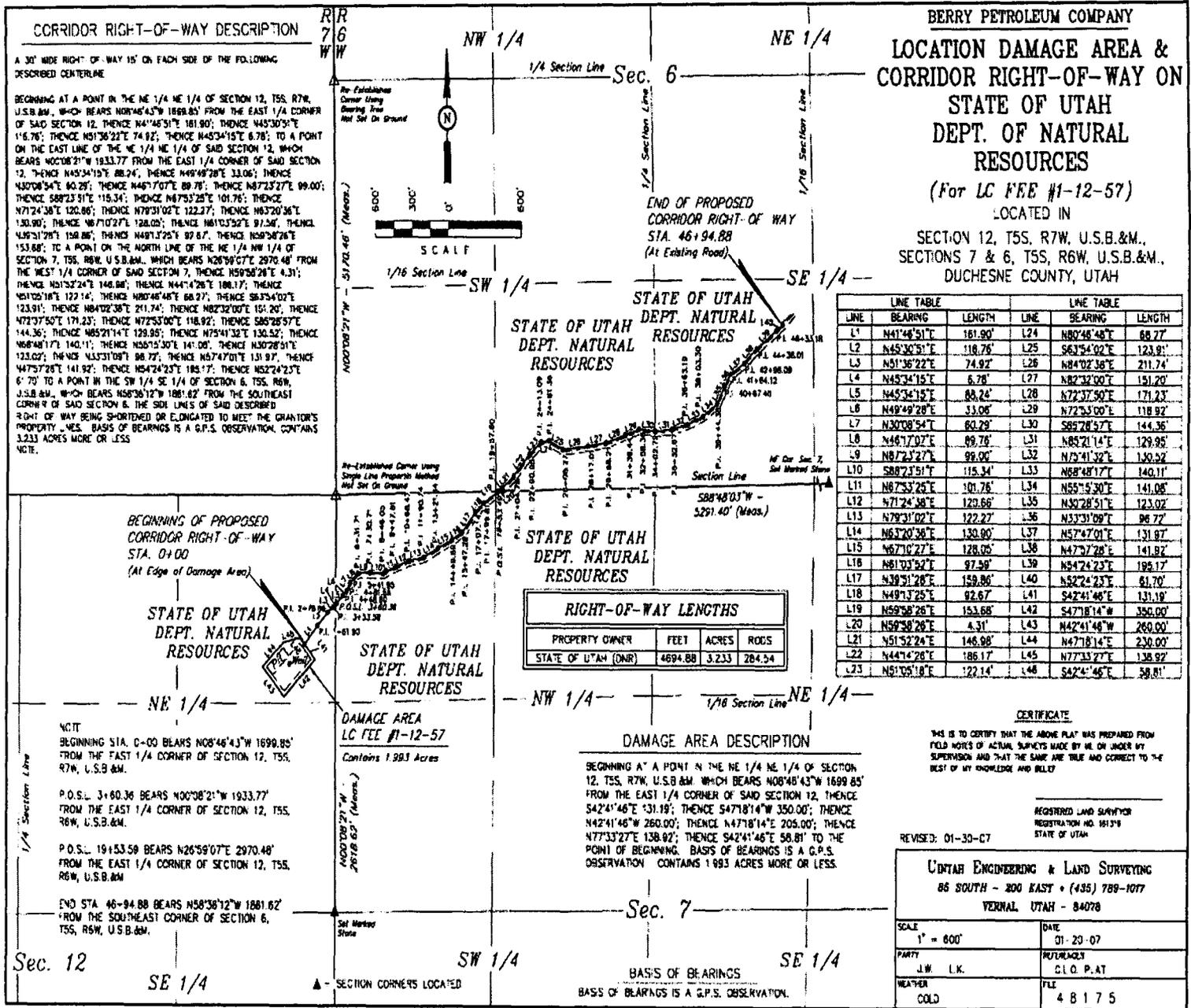
DWG #	SUBDIVISION	S.T.R.	FACILITY	DISTANCE	EXT
48072	NE 1/4,NE 1/4	9, T5S, R6W	WELL/ROAD/PIPELINE 1-9-56	798.63'/48.40rds/2.543ac	B
48072	NW 1/4,NW 1/4	10, T5S, R6W	ROAD/PIPELINE	249.66'/15.13rds/0.172ac	
48175	NE 1/4,NE 1/4	12, T5S, R7W	WELL/ROAD/PIPELINE 1-12-57	360.36'/21.84rds/2.241ac	B-1
48175	N 1/2,NW 1/4	7, T5S, R6W	ROAD/PIPELINE	1593.13'/96.55rds/1.097ac	
48175	S 1/2	6, T5S, R6W	ROAD/PIPELINE	2741.39'/166.14rds/1.888ac	
32228	E 1/2	26, T4S, R6W	WELL/ROAD/PIPELINE 1-26-46	4317.98'/261.70rds/4.967ac	B-2
48174	N 1/2	18, T5S, R6W	WELL/ROAD/PIPELINE 3-18-56	2029.50'/123.00rds/3.391ac	B-3
48174	E 1/2	7, T5S, R6W	ROAD/PIPELINE	5693.60'/345.07rds/3.921ac	
48176	NW 1/4	4, T5S, R6W	WELL/ROAD/PIPELINE 5-4-56	800.29'/48.50rds/2.544ac	B-4
48176	SW 1/4,SE 1/4	32, T4S, R6W	ROAD/PIPELINE	54.77'/3.32rds/0.038ac	
48173	SE 1/4,NE 1/4	4, T5S, R6W	WELL/ROAD/PIPELINE 8-4-56	346.42'/21.00rds/2.232ac	B-5
48173	SW 1/4,NW 1/4	3, T5S, R6W	ROAD/PIPELINE	480.31'/29.11rds/0.331ac	
32240	E 1/2,NE 1/4	7, T5S, R6W	WELL/ROAD/PIPELINE 8-7-56	1895.09'/114.85rds/3.298ac	B-6
32240	NE 1/4,SE 1/4	6, T5S, R6W	ROAD/PIPELINE	609.53'/36.94rds/0.420ac	
48087	N 1/2,SE 1/4	26, T4S, R6W	WELL/ROAD/PIPELINE 10-26-56	1577.53'/95.61rds/3.079ac	B-7

Total Feet **29,548.19**

Total Rods **1,427.16**

Total well site acres **15.94**

EXHIBIT B-1



BERRY PETROLEUM COMPANY
LOCATION DAMAGE AREA & CORRIDOR RIGHT-OF-WAY ON STATE OF UTAH DEPT. OF NATURAL RESOURCES
 (For LC FEE #1-12-57)
 LOCATED IN SECTION 12, T5S, R7W, U.S.B. & M., SECTIONS 7 & 6, T5S, R6W, U.S.B. & M., DUCHESNE COUNTY, UTAH

CORRIDOR RIGHT-OF-WAY DESCRIPTION

A 30' WIDE RIGHT-OF-WAY 15' ON EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINE
 BEGINNING AT A POINT IN THE NE 1/4 NE 1/4 OF SECTION 12, T5S, R7W, U.S.B. & M. WHICH BEARS N08°46'43"W 1899.85' FROM THE EAST 1/4 CORNER OF SAID SECTION 12, THENCE N41°46'51"E 181.90'; THENCE N45°30'31"E 116.76'; THENCE N51°36'22"E 74.92'; THENCE N45°34'15"E 88.24'; TO A POINT ON THE EAST LINE OF THE NE 1/4 NE 1/4 OF SAID SECTION 12, WHICH BEARS N02°08'21"W 1933.77' FROM THE EAST 1/4 CORNER OF SAID SECTION 12, THENCE N45°34'15"E 88.24'; THENCE N49°49'28"E 33.06'; THENCE N43°08'54"E 80.25'; THENCE N46°17'07"E 89.78'; THENCE N87°23'27"E 99.00'; THENCE S88°23'31"E 115.34'; THENCE N67°53'25"E 101.76'; THENCE N71°24'38"E 120.86'; THENCE N79°31'02"E 122.27'; THENCE N63°20'36"E 130.90'; THENCE N67°02'27"E 128.00'; THENCE N61°03'52"E 97.54'; THENCE N49°31'28"E 150.86'; THENCE N48°17'25"E 87.87'; THENCE N69°36'26"E 153.88'; TO A POINT ON THE NORTH LINE OF THE NE 1/4 NW 1/4 OF SECTION 7, T5S, R6W, U.S.B. & M. WHICH BEARS N26°59'07"E 2970.48' FROM THE WEST 1/4 CORNER OF SAID SECTION 7, THENCE N59°58'28"E 4.31'; THENCE N51°52'24"E 146.98'; THENCE N44°14'26"E 186.17'; THENCE N61°02'18"E 122.14'; THENCE N80°48'48"E 88.27'; THENCE S83°54'02"E 123.91'; THENCE N84°02'38"E 211.74'; THENCE N82°32'00"E 151.20'; THENCE N72°37'50"E 171.23'; THENCE N72°53'00"E 118.92'; THENCE S85°28'57"E 144.36'; THENCE N85°21'14"E 129.95'; THENCE N75°41'32"E 130.52'; THENCE N68°48'17"E 140.11'; THENCE N55°15'30"E 141.00'; THENCE N30°28'51"E 123.02'; THENCE N33°10'27"E 98.72'; THENCE N57°47'01"E 131.97'; THENCE N47°57'28"E 141.92'; THENCE N54°24'23"E 183.17'; THENCE N52°24'23"E 61.70' TO A POINT IN THE SW 1/4 SE 1/4 OF SECTION 6, T5S, R6W, U.S.B. & M. WHICH BEARS N58°38'12"W 1881.82' FROM THE SOUTHEAST CORNER OF SAID SECTION 6, THE SIDE LINES OF SAID DESCRIBED RIGHT-OF-WAY BEING SHORTENED OR ELONGATED TO MEET THE GRANTEE'S PROPERTY LINES. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 3.233 ACRES MORE OR LESS.
 NOTE:

LINE TABLE			LINE TABLE		
LINE	BEARING	LENGTH	LINE	BEARING	LENGTH
L1	N41°46'51"E	181.90'	L24	N80°48'48"E	88.27'
L2	N45°30'31"E	116.76'	L25	S63°54'02"E	123.91'
L3	N51°36'22"E	74.92'	L26	N84°02'38"E	211.74'
L4	N45°34'15"E	88.24'	L27	N82°32'00"E	151.20'
L5	N45°34'15"E	88.24'	L28	N72°37'50"E	171.23'
L6	N49°49'28"E	33.06'	L29	N72°53'00"E	118.92'
L7	N30°28'54"E	80.25'	L30	S85°28'57"E	144.36'
L8	N46°17'07"E	89.78'	L31	N65°21'14"E	129.95'
L9	N67°53'25"E	99.00'	L32	N75°41'32"E	130.52'
L10	S88°23'31"E	115.34'	L33	N68°48'17"E	140.11'
L11	N87°23'27"E	101.76'	L34	N55°15'30"E	141.00'
L12	N71°24'38"E	120.86'	L35	N30°28'51"E	123.02'
L13	N79°31'02"E	122.27'	L36	N33°10'27"E	98.72'
L14	N63°20'36"E	130.90'	L37	N57°47'01"E	131.97'
L15	N67°02'27"E	128.00'	L38	N47°57'28"E	141.92'
L16	N61°03'52"E	97.54'	L39	N54°24'23"E	183.17'
L17	N49°31'28"E	150.86'	L40	N52°24'23"E	61.70'
L18	N48°17'25"E	87.87'	L41	S42°41'46"E	131.19'
L19	N69°36'26"E	153.88'	L42	S47°18'14"W	350.00'
L20	N59°58'28"E	4.31'	L43	N42°14'46"W	260.00'
L21	N51°52'24"E	146.98'	L44	N47°18'14"E	230.00'
L22	N44°14'26"E	186.17'	L45	N77°23'27"E	138.92'
L23	N51°05'18"E	122.14'	L46	S42°41'46"E	58.81'

PROPERTY OWNER	FEET	ACRES	RODS
STATE OF UTAH (DNR)	4694.88	3.233	284.54

DAMAGE AREA
LC FEE #1-12-57
 Contains 1.983 Acres

DAMAGE AREA DESCRIPTION
 BEGINNING AT A POINT IN THE NE 1/4 NE 1/4 OF SECTION 12, T5S, R7W, U.S.B. & M. WHICH BEARS N08°46'43"W 1899.85' FROM THE EAST 1/4 CORNER OF SAID SECTION 12, THENCE S42°41'46"E 131.19'; THENCE S47°18'14"W 350.00'; THENCE N42°14'46"W 260.00'; THENCE N47°18'14"E 205.00'; THENCE N77°23'27"E 138.92'; THENCE S42°41'46"E 58.81' TO THE POINT OF BEGINNING. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 1.983 ACRES MORE OR LESS.

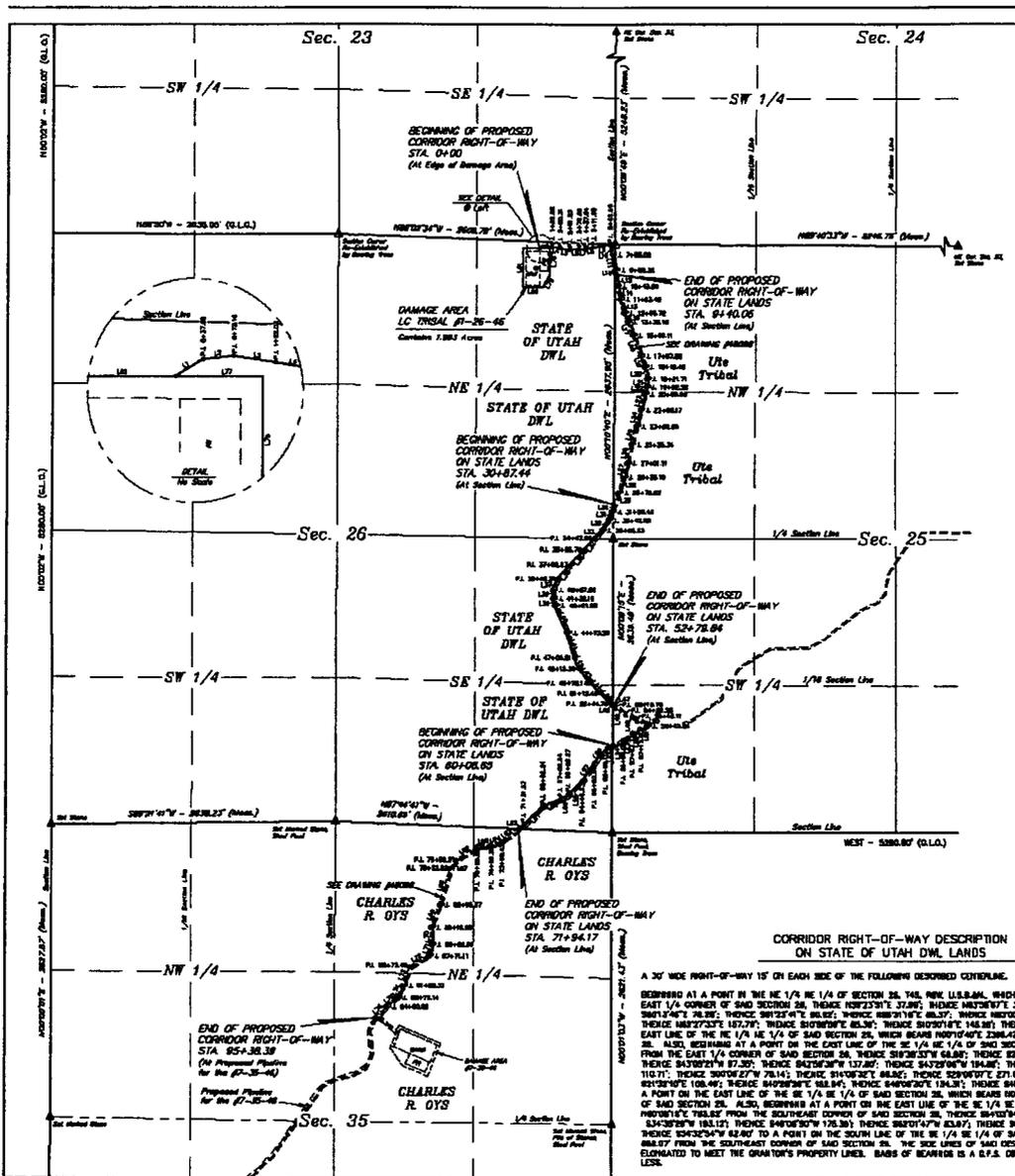
CERTIFICATE
 THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.
 REGISTERED LAND SURVEYOR
 REGISTRATION NO. 161378
 STATE OF UTAH
 REVISED: 01-30-07

UTAH ENGINEERING & LAND SURVEYING
 86 SOUTH - 200 EAST • (435) 789-1077
 VERNAL, UTAH - 84078
 SCALE: 1" = 800'
 DATE: 01-23-07
 PART: J.W. L.K.
 REFERENCES: C.I.O.P.A.T.
 WEATHER: COLD
 FILE: 4 8 1 7 5

Sec. 12

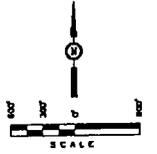
Sec. 7

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



LINE	BEARING	LENGTH
L1	N89°23'17"	37.89
L2	N89°23'17"	38.17
L3	N89°23'17"	38.17
L4	N89°23'17"	38.17
L5	N89°23'17"	38.17
L6	N89°23'17"	38.17
L7	N89°23'17"	38.17
L8	N89°23'17"	38.17
L9	N89°23'17"	38.17
L10	N89°23'17"	38.17
L11	N89°23'17"	38.17
L12	N89°23'17"	38.17
L13	N89°23'17"	38.17
L14	N89°23'17"	38.17
L15	N89°23'17"	38.17
L16	N89°23'17"	38.17
L17	N89°23'17"	38.17
L18	N89°23'17"	38.17
L19	N89°23'17"	38.17
L20	N89°23'17"	38.17
L21	N89°23'17"	38.17
L22	N89°23'17"	38.17
L23	N89°23'17"	38.17
L24	N89°23'17"	38.17
L25	N89°23'17"	38.17
L26	N89°23'17"	38.17
L27	N89°23'17"	38.17
L28	N89°23'17"	38.17
L29	N89°23'17"	38.17
L30	N89°23'17"	38.17
L31	N89°23'17"	38.17
L32	N89°23'17"	38.17
L33	N89°23'17"	38.17
L34	N89°23'17"	38.17
L35	N89°23'17"	38.17
L36	N89°23'17"	38.17
L37	N89°23'17"	38.17
L38	N89°23'17"	38.17
L39	N89°23'17"	38.17
L40	N89°23'17"	38.17
L41	N89°23'17"	38.17
L42	N89°23'17"	38.17
L43	N89°23'17"	38.17
L44	N89°23'17"	38.17
L45	N89°23'17"	38.17
L46	N89°23'17"	38.17
L47	N89°23'17"	38.17
L48	N89°23'17"	38.17
L49	N89°23'17"	38.17
L50	N89°23'17"	38.17
L51	N89°23'17"	38.17
L52	N89°23'17"	38.17
L53	N89°23'17"	38.17
L54	N89°23'17"	38.17
L55	N89°23'17"	38.17
L56	N89°23'17"	38.17
L57	N89°23'17"	38.17
L58	N89°23'17"	38.17
L59	N89°23'17"	38.17
L60	N89°23'17"	38.17
L61	N89°23'17"	38.17
L62	N89°23'17"	38.17

BERRY PETROLEUM COMPANY
LOCATION DAMAGE AREA & CORRIDOR RIGHT-OF-WAY ON STATE DWL LANDS
 (For LC TRIBAL #1-28-46)
 LOCATED IN
 SECTION 26, T4S, R3W, U.S.B.A.M.,
 DUCHESNE COUNTY, UTAH



NOTE:
 BEGINNING STA. 0+00 BEARS N89°23'17" 38.17' FROM THE EAST 1/4 CORNER OF SECTION 26, T4S, R3W, U.S.B.A.M.
 END STA. 1+00 BEARS N89°23'17" 38.17' FROM THE EAST 1/4 CORNER OF SECTION 26, T4S, R3W, U.S.B.A.M.
 BEGINNING STA. 30+47.44 BEARS N00°00'00" 308.17' FROM THE EAST 1/4 CORNER OF SECTION 26, T4S, R3W, U.S.B.A.M.
 END STA. 30+78.84 BEARS S00°00'00" 1134.86' FROM THE SOUTHWEST CORNER OF SECTION 26, T4S, R3W, U.S.B.A.M.
 BEGINNING STA. 60+48.86 BEARS N00°00'00" 308.17' FROM THE SOUTHWEST CORNER OF SECTION 26, T4S, R3W, U.S.B.A.M.
 END STA. 71+64.17 BEARS N89°23'17" 38.17' FROM THE SOUTHWEST CORNER OF SECTION 26, T4S, R3W, U.S.B.A.M.
 END STA. 80+48.86 BEARS N89°23'17" 38.17' FROM THE EAST 1/4 CORNER OF SECTION 26, T4S, R3W, U.S.B.A.M.

RIGHT-OF-WAY LENGTHS			
PROPERTY OWNER	FEET	ACRES	RODS
STATE OF UTAH D.W.L.	4,578.00	0.374	761.70
UTE TRIBAL	20,718.19	1.969	374.31
CHARLES R. OYS	2,344.29	0.204	46.97

DAMAGE AREA DESCRIPTION
 BEGINNING AT A POINT IN THE NE 1/4 NE 1/4 OF SECTION 26, T4S, R3W, U.S.B.A.M., WHICH BEARS N00°00'00" 308.17' FROM THE EAST 1/4 CORNER OF SAID SECTION 26, THENCE S00°00'00" 10.85', THENCE S00°00'00" 190.00', THENCE S00°00'00" 10.85', THENCE S00°00'00" 108.00' TO THE POINT OF BEGINNING. BASIS OF BEARING IS A D.P.S. OBSERVATION. CONTAINS 2.56 ACRES MORE OR LESS.

BASIS OF BEARINGS
 BASIS OF BEARINGS IS A D.P.S. OBSERVATION.
 A - SECTION CORNERS LOCATOR.
 Δ - SECTION CORNERS RE-ESTABLISHED. (Not Set on Ground)

CERTIFICATE
 This is to certify that the above plat was prepared from field notes of actual survey made by me in accordance with the provisions of the laws of the State of Utah and that the same are true and correct to the best of my knowledge and belief.

UTAH ENGINEERING & LAND SURVEYING			
BY 30077 - 200 EAST 9000 FID-1007		VERNAL, UTAH - 84076	
DATE	BY	DATE	BY
1" = 800'	30077	12-28-96	30077
PLAT		CL-43 PLAT	
D.L. M.M. P.M.		PL	3 2 2 6
BY/REV		COOL	

CORRIDOR RIGHT-OF-WAY DESCRIPTION

A 30' WIDE RIGHT-OF-WAY 15' ON EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINE.

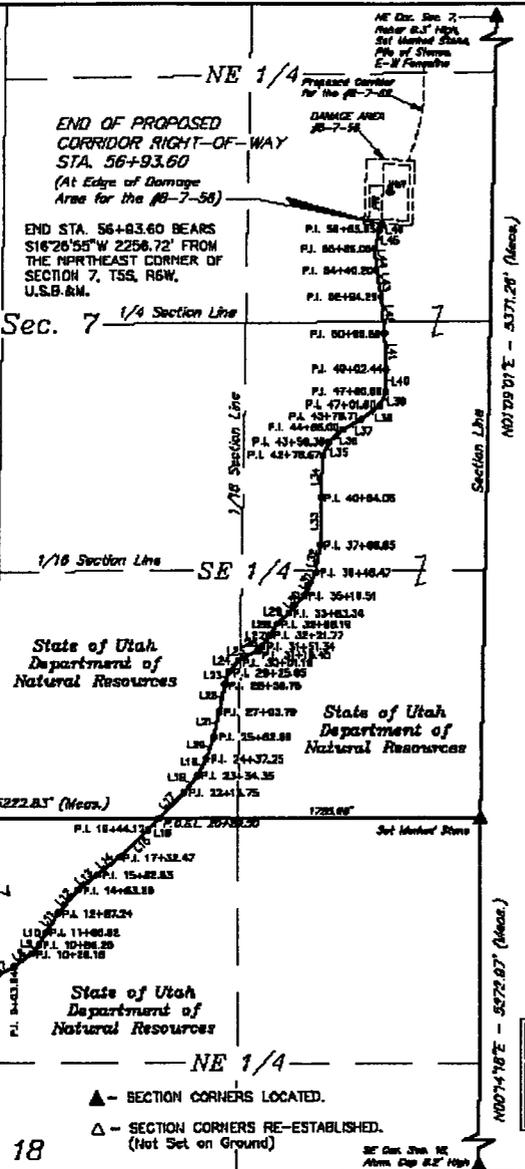
BEGINNING AT A POINT IN THE NE 1/4 NW 1/4 OF SECTION 18, T5S, R6W, U.S.B.&M., WHICH BEARS S72°08'48"W 3420.00' FROM THE NORTHEAST CORNER OF SAID SECTION 18, THENCE S23°02'02"W 86.15'; THENCE N64°13'28"E 68.88'; THENCE N85°47'42"E 140.85'; THENCE N09°48'19"E 104.28'; THENCE N70°30'26"E 188.63'; THENCE N70°38'05"E 204.78'; THENCE N81°36'53"E 132.70'; THENCE N54°11'38"E 122.34'; THENCE N38°12'57"E 80.07'; THENCE N30°05'21"E 80.67'; THENCE N31°58'00"E 120.32'; THENCE N41°27'52"E 155.95'; THENCE N51°30'29"E 129.63'; THENCE N51°31'45"E 149.64'; THENCE N45°57'20"E 211.65'; THENCE N43°43'14"E 85.38' TO A POINT ON THE NORTH LINE OF THE NW 1/4 NE 1/4 OF SAID SECTION 18, WHICH BEARS N89°52'54"W 1725.05' FROM THE NORTHEAST CORNER OF SAID SECTION 18, THENCE N43°43'14"E 189.25'; THENCE N36°45'08"E 115.80'; THENCE N27°41'09"E 102.90'; THENCE N18°52'27"E 124.81'; THENCE N12°30'16"E 141.73'; THENCE N11°11'29"E 148.07'; THENCE N18°24'32"E 75.19'; THENCE N39°31'03"E 73.24'; THENCE N01°43'49"E 117.28'; THENCE N44°55'28"E 32.89'; THENCE N51°30'33"E 70.43'; THENCE N33°08'38"E 76.42'; THENCE N48°38'47"E 85.15'; THENCE N41°39'57"E 127.17'; THENCE N28°34'56"E 135.88'; THENCE N08°25'17"E 152.18'; THENCE N00°38'48"E 255.41'; THENCE N02°15'27"E 224.61'; THENCE N22°58'34"E 80.68'; THENCE N47°42'17"E 105.84'; THENCE N61°59'47"E 113.71'; THENCE N53°34'53"E 122.89'; THENCE N26°04'32"E 79.09'; THENCE N00°43'14"E 121.75'; THENCE N02°17'35"W 183.45'; THENCE N05°07'12"W 198.40'; THENCE N10°03'01"W 145.91'; THENCE N04°22'23"W 115.85'; THENCE N13°17'37"E 109.80'; THENCE N25°10'25"E 27.75' TO A POINT IN THE SE 1/4 NE 1/4 OF SECTION 7, T5S, R6W, U.S.B.&M., WHICH BEARS S18°26'55"W 2256.72' FROM THE NORTHEAST CORNER OF SAID SECTION 7. THE SIDE LINES OF SAID DESCRIBED RIGHT-OF-WAY BEING SHORTENED OR ELONGATED TO MEET THE GRANTOR'S PROPERTY LINES. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 3.921 ACRES MORE OR LESS.

NW Cor. Sec. 18
Elevation: Corner Not Determined
Using Bearing from
Post Set on Ground

DAMAGE AREA
LC TRIBAL #3-18-56
Contains 1.983 Acres

BEGINNING OF PROPOSED
ROAD RIGHT-OF-WAY
STA. 0+00
(At Edge of Damage Area)

BEGINNING STA. 0+00 BEARS S72°08'48"W 3420.00'
FROM THE NORTHEAST CORNER OF SECTION 18, T5S,
R6W, U.S.B.&M.



END OF PROPOSED
CORRIDOR RIGHT-OF-WAY
STA. 56+93.60
(At Edge of Damage
Area for the #8-7-58)

END STA. 56+93.60 BEARS
S18°26'55"W 2256.72' FROM
THE NORTHEAST CORNER OF
SECTION 7, T5S, R6W,
U.S.B.&M.

State of Utah
Department of
Natural Resources

State of Utah
Department of
Natural Resources

Sec. 18

▲ - SECTION CORNERS LOCATED.

△ - SECTION CORNERS RE-ESTABLISHED.
(Not Set on Ground)

NE Cor. Sec. 18
Elev. Cap 8.2' High

LINE	BEARING	LENGTH
L1	S23°02'02"W	86.15'
L2	N64°13'28"E	68.88'
L3	N85°47'42"E	140.85'
L4	N09°48'19"E	104.28'
L5	N70°30'26"E	188.63'
L6	N70°38'05"E	204.78'
L7	N81°36'53"E	132.70'
L8	N54°11'38"E	122.34'
L9	N38°12'57"E	80.07'
L10	N30°05'21"E	80.67'
L11	N31°58'00"E	120.32'
L12	N41°27'52"E	155.95'
L13	N51°30'29"E	129.63'
L14	N51°31'45"E	149.64'
L15	N45°57'20"E	211.65'
L16	N43°43'14"E	85.38'
L17	N36°45'08"E	115.80'
L18	N27°41'09"E	102.90'
L19	N18°52'27"E	124.81'
L20	N12°30'16"E	141.73'
L21	N11°11'29"E	148.07'
L22	N18°24'32"E	75.19'
L23	N39°31'03"E	73.24'
L24	N01°43'49"E	117.28'
L25	N44°55'28"E	32.89'
L26	N51°30'33"E	70.43'
L27	N33°08'38"E	76.42'
L28	N48°38'47"E	85.15'
L29	N41°39'57"E	127.17'
L30	N28°34'56"E	135.88'
L31	N08°25'17"E	152.18'
L32	N00°38'48"E	255.41'
L33	N02°15'27"E	224.61'
L34	N22°58'34"E	80.68'
L35	N47°42'17"E	105.84'
L36	N61°59'47"E	113.71'
L37	N53°34'53"E	122.89'
L38	N26°04'32"E	79.09'
L39	N00°43'14"E	121.75'
L40	N02°17'35"W	183.45'
L41	N05°07'12"W	198.40'
L42	N10°03'01"W	145.91'
L43	N04°22'23"W	115.85'
L44	N13°17'37"E	109.80'
L45	N25°10'25"E	27.75'
L46	N49°01'18"W	215.32'
L47	N40°58'42"E	230.00'
L48	N71°4'05"E	138.92'
L49	S48°01'18"E	190.00'
L50	S40°58'42"W	350.00'
L51	N48°01'18"W	44.68'
L52	N48°01'18"W	44.68'

RIGHT-OF-WAY LENGTHS

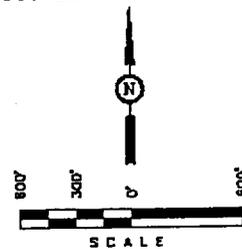
PROPERTY OWNER	FEET	ACRES	RODS
State of Utah Department of Natural Resources	5693.60	3.921	345.07

HERRY PETROLEUM COMPANY

LOCATION DAMAGE AREA & CORRIDOR RIGHT-OF-WAY ON STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES

(For LC TRIBAL #3-18-56)

LOCATED IN
SECTIONS 7 & 18, T5S, R6W, U.S.B.&M.
DUCHESE COUNTY, UTAH



DAMAGE AREA DESCRIPTION

BEGINNING AT A POINT IN THE NE 1/4 NW 1/4 OF SECTION 18, T5S, R6W, U.S.B.&M., WHICH BEARS S72°08'48"W 3420.00' FROM THE NORTHEAST CORNER OF SAID SECTION 18, THENCE N49°01'18"W 215.32'; THENCE N40°58'42"E 230.00'; THENCE N71°4'05"E 138.92'; THENCE S48°01'18"E 190.00'; THENCE S40°58'42"W 350.00'; THENCE N48°01'18"W 44.68' TO THE POINT OF BEGINNING. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 1.983 ACRES MORE OR LESS.

BASIS OF BEARINGS

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.

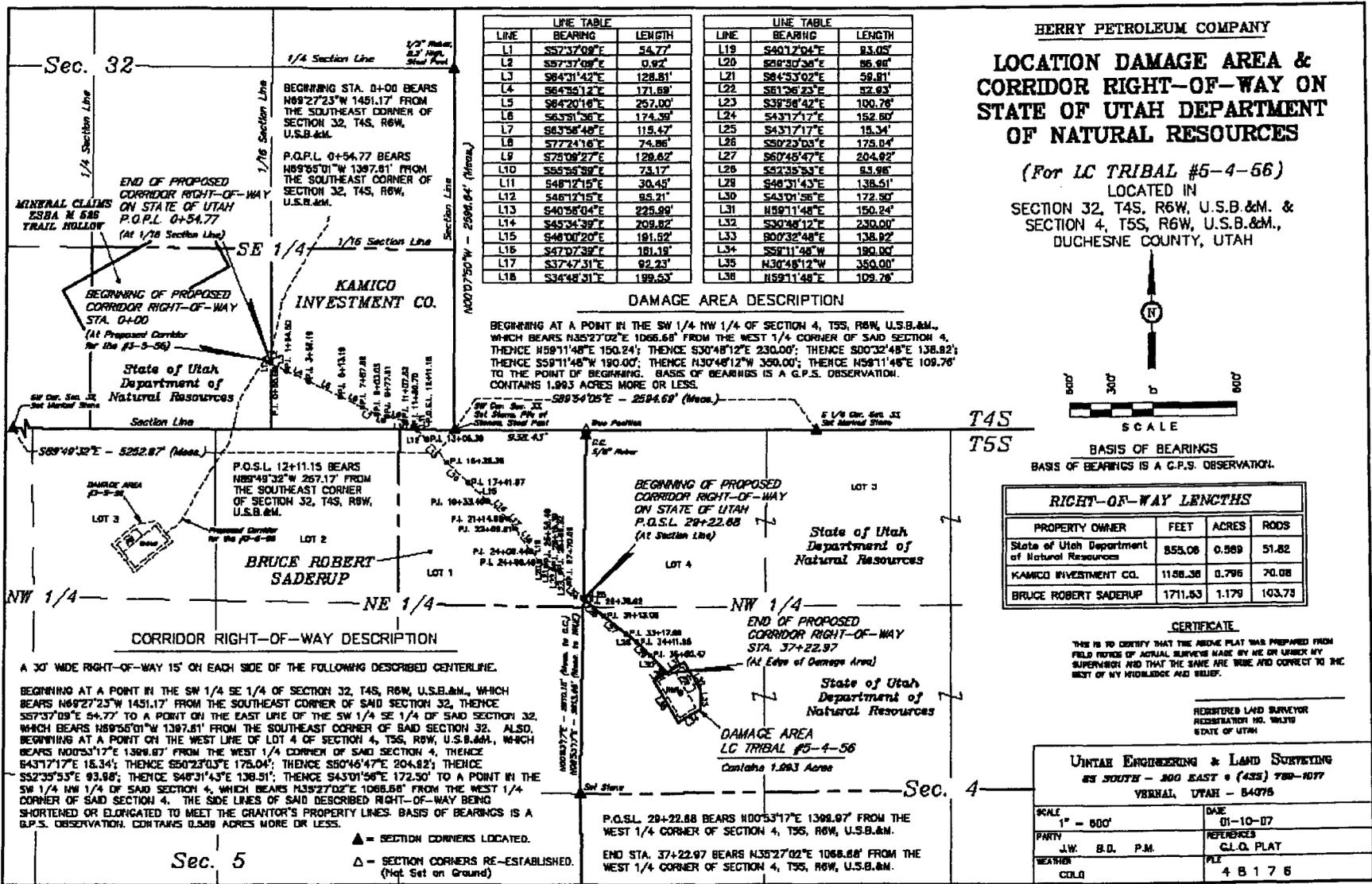
CERTIFICATE

"I AM IN DEBT TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF SURVEY MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF."

REGISTERED LAND SURVEYOR
REGISTRATION NO. 196338
STATE OF UTAH

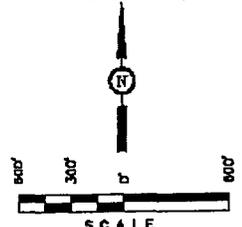
UINTAH ENGINEERING & LAND SURVEYING
85 SOUTH - 200 EAST • (435) 789-1077
VERNAL, UTAH - 84076

SCALE	DATE
1" = 600'	01-09-07
PARTY	REFERENCES
J.W. B.D. P.M.	CL.G. PLAT
WEATHER	FILE
COLD	4 8 1 7 4



HERRY PETROLEUM COMPANY
LOCATION DAMAGE AREA & CORRIDOR RIGHT-OF-WAY ON STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES

(For LC TRIBAL #5-4-56)
 LOCATED IN SECTION 32, T4S, R6W, U.S.B.&M. & SECTION 4, T5S, R6W, U.S.B.&M., DUCHESNE COUNTY, UTAH



BASIS OF BEARINGS
 BASIS OF BEARINGS IS A G.P.S. OBSERVATION.

RIGHT-OF-WAY LENGTHS

PROPERTY OWNER	FEET	ACRES	RODS
State of Utah Department of Natural Resources	855.08	0.589	51.82
KAMICO INVESTMENT CO.	1168.36	0.796	70.08
BRUCE ROBERT SADERUP	1711.53	1.179	103.73

CERTIFICATE
 THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

REGISTERED LAND SURVEYOR
 REGISTRATION NO. 96115
 STATE OF UTAH

UINTAR ENGINEERING & LAND SURVEYING
 85 SOUTH S 300 EAST S (425) 788-1077
 VERNAL, UTAH - 84075

SCALE 1" = 500'	DATE 01-10-07
PARTY J.W. B.D. P.M.	REFERENCES C.L.O. PLAT
WEATHER COOL	PLT 4 B 1 7 6

HERRY PETROLEUM COMPANY

LOCATION DAMAGE AREA & CORRIDOR RIGHT-OF-WAY ON STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES

(For LC TRIBAL #B-4-56)
LOCATED IN SECTIONS 3 & 4, T5S, R6W, U.S.B.&M., DUCHESNE COUNTY, UTAH

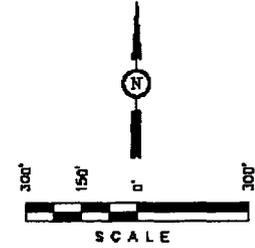
CORRIDOR RIGHT-OF-WAY DESCRIPTION

A 30' WIDE RIGHT-OF-WAY 15' ON EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINE.
BEGINNING AT A POINT IN THE SW 1/4 NW 1/4 OF SECTION 3, T5S, R6W, U.S.B.&M., WHICH BEARS S15°24'44"E 1714.95' FROM THE NORTHWEST CORNER OF SAID SECTION 3, THENCE S82°37'11"W 188.27'; THENCE S81°51'33"W 155.73'; THENCE S54°44'55"W 98.12' TO A POINT ON THE WEST LINE OF THE SW 1/4 NW 1/4 OF SAID SECTION 3, WHICH BEARS S00°41'50"E 1838.18' FROM THE NORTHWEST CORNER OF SAID SECTION 3, THENCE S34°44'55"W 132.54'; THENCE S60°18'43"W 129.31'; THENCE N82°17'42"W 84.57'; THENCE S07°21'13"W 111.30' TO A POINT IN THE SE 1/4 NE 1/4 OF SECTION 4, T5S, R6W, U.S.B.&M., WHICH BEARS S08°10'02"W 1985.39' FROM THE NORTHEAST CORNER OF SAID SECTION 4, THE SIDE LINES OF SAID DESCRIBED RIGHT-OF-WAY BEING SHORTENED OR ELONGATED TO MEET THE GRANTOR'S PROPERTY LINES. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 0.589 ACRES MORE OR LESS.

NOTE:
BEGINNING STA. 0+00 BEARS S15°24'44"E 1714.95' FROM THE NORTHWEST CORNER OF SECTION 3, T5S, R6W, U.S.B.&M.
P.D.S.L. 4+80.31 BEARS S00°41'50"E 1838.18' FROM THE NORTHWEST CORNER OF SECTION 3, T5S, R6W, U.S.B.&M.
END STA. 8+26.73 BEARS S08°10'02"W 1985.39' FROM THE NORTHEAST CORNER OF SECTION 4, T5S, R6W, U.S.B.&M.

LINE TABLE

LINE	BEARING	LENGTH
L1	S82°37'11"W	188.27'
L2	S81°51'33"W	155.73'
L3	S54°44'55"W	98.12'
L4	S54°44'55"W	98.12'
L5	S54°44'55"W	132.54'
L6	S60°18'43"W	129.31'
L7	N82°17'42"W	84.57'
L8	S07°21'13"W	111.30'
L9	N82°38'47"W	350.00'
L10	N07°21'13"E	280.00'
L11	S82°38'47"E	230.00'
L12	S52°23'24"E	138.82'
L13	S07°21'13"W	78.70'



BASIS OF BEARINGS
BASIS OF BEARINGS IS A G.P.S. OBSERVATION.

DAMAGE AREA DESCRIPTION
BEGINNING AT A POINT IN THE SE 1/4 NE 1/4 OF SECTION 4, T5S, R6W, U.S.B.&M., WHICH BEARS S08°10'02"W 1985.39' FROM THE NORTHEAST CORNER OF SAID SECTION 4, THENCE S07°21'13"W 111.30'; THENCE N82°38'47"W 350.00'; THENCE N07°21'13"E 280.00'; THENCE S82°38'47"E 230.00'; THENCE S52°23'24"E 138.82'; THENCE S07°21'13"W 78.70' TO THE POINT OF BEGINNING. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 1.993 ACRES MORE OR LESS.

CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAN WAS PREPARED FROM FIELD NOTES OF ORIGINAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

REGISTERED LAND SURVEYOR
REGISTRATION NO. 101310
STATE OF UTAH

UNTAH ENGINEERING & LAND SURVEYING 85 SOUTH - 300 EAST • (435) 789-0277 VERNAL, UTAH - 84076	
SCALE 1" = 300'	DATE 01-11-07
PARTY J.W. B.D. P.M.	REFERENCES C.L.G. PLAT
WEATHER COOL	FILE 4 B 1 7 3

RIGHT-OF-WAY LENGTHS

PROPERTY OWNER	FEET	ACRES	RODS
State of Utah Department of Natural Resources	826.73	0.589	50.10

▲ = SECTION CORNERS LOCATED.
△ = SECTION CORNERS RE-ESTABLISHED.
(Not Set on Ground)

NE 1/4

NW 1/4

STATE OF UTAH DEPARTMENT OF NATURAL RESOURCES

STATE OF UTAH (DWL)

DAMAGE AREA
LC TRIBAL #B-4-56
Contains 1.993 Acres

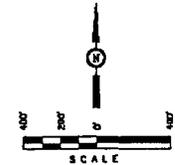
END OF PROPOSED
CORRIDOR RIGHT-OF-WAY
STA. 8+26.73
(At Edge of Damage Area)

BEGINNING OF PROPOSED
CORRIDOR RIGHT-OF-WAY
STA. 0+00
(At Existing Road)

13

EXHIBIT B-5

BERRY PETROLEUM COMPANY
LOCATION DAMAGE AREA &
CORRIDOR RIGHT-OF-WAY ON
STATE OF UTAH DEPARTMENT
OF NATURAL RESOURCES
 (For LC TRIBAL #8-7-56)
 LOCATED IN
 SECTIONS 6 & 7, T5S, R6W, U.S.B.&M.,
 DUCHESE COUNTY, UTAH



LINE	BEARING	LENGTH
L1	N17°38'37"E	36.70
L2	N18°28'10"E	189.18
L3	N17°43'16"E	108.26
L4	N02°44'45"E	178.89
L5	N13°18'17"E	83.82
L6	S01°22'22"E	136.27
L7	N52°28'45"E	146.67
L8	N17°19'02"E	200.52
L9	N18°45'27"E	167.48
L10	N28°20'23"E	101.77
L11	N18°18'18"E	128.79
L12	N10°22'03"E	127.81
L13	N18°11'27"E	68.84
L14	N10°28'54"E	141.28
L15	N02°18'18"E	98.18
L16	N08°08'00"E	43.80
L17	N03°08'20"E	168.33
L18	N03°07'20"E	28.28
L19	N08°28'03"E	212.28
L20	N12°18'38"E	72.74
L21	N12°12'22"W	24.80
L22	N02°31'17"E	94.87
L23	N02°48'18"E	180.17
L24	N17°38'11"W	124.80
L25	N14°31'11"W	100.88
L26	N11°21'17"W	141.88
L27	N14°28'18"W	152.18
L28	N14°38'18"W	48.88
L29	N07°31'07"W	70.33
L30	N02°08'18"W	108.56
L31	N18°14'18"W	113.84
L32	N08°08'40"W	188.84
L33	N08°01'20"W	81.24
L34	S07°30'17"E	38.40
L35	S05°28'43"W	300.00
L36	N07°30'17"E	380.00
L37	N02°08'43"E	230.00
L38	N07°48'08"E	138.84
L39	S07°30'17"E	167.80

DAMAGE AREA DESCRIPTION
 BEGINNING AT A POINT IN THE NE 1/4 NE 1/4 OF SECTION 7, T5S, R6W, U.S.B.&M., WHICH BEARS S18°10'30"W 188.18' FROM THE NORTH-EAST CORNER OF SAID SECTION 7, THENCE S07°20'17"E 32.40'; THENCE S02°28'43"W 300.00'; THENCE N07°30'17"E 380.00'; THENCE N02°08'43"E 230.00'; THENCE N07°48'08"E 138.84'; THENCE S07°30'17"E 167.80' TO THE POINT OF BEGINNING. SAID DAMAGE AREA BEING OBSERVED OR CLONGATED TO MEET THE SHARPER'S PROPERTY LINES SAID DAMAGE AREA BEING A G.P.S. OBSERVATION. CONTAINS 1.963 ACRES MORE OR LESS.

CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF AURAL SURVEYS MADE BY ME IN ACCORDANCE WITH THE SURVEYING ACT AND THAT THE SAME ARE TRUE AND CORRECT IN THE BEST OF MY BELIEF AND KNOWLEDGE.

REGISTERED LAND SURVEYOR
 PROSCRIPTION NO. 16316
 STATE OF UTAH

UNITED ENGINEERING & LAND SURVEYING
 801 SOUTH W - 200 EAST W (COR) 780-8277
 VERMILION, UTAH - 84076

SCALE	1" = 400'	DATE	08-11-07
PURV	J.W. S.D. P.M.	DRAWN	G.L.G. PLAT
TEXTOR	CEL	REV	3 2 2 4 0

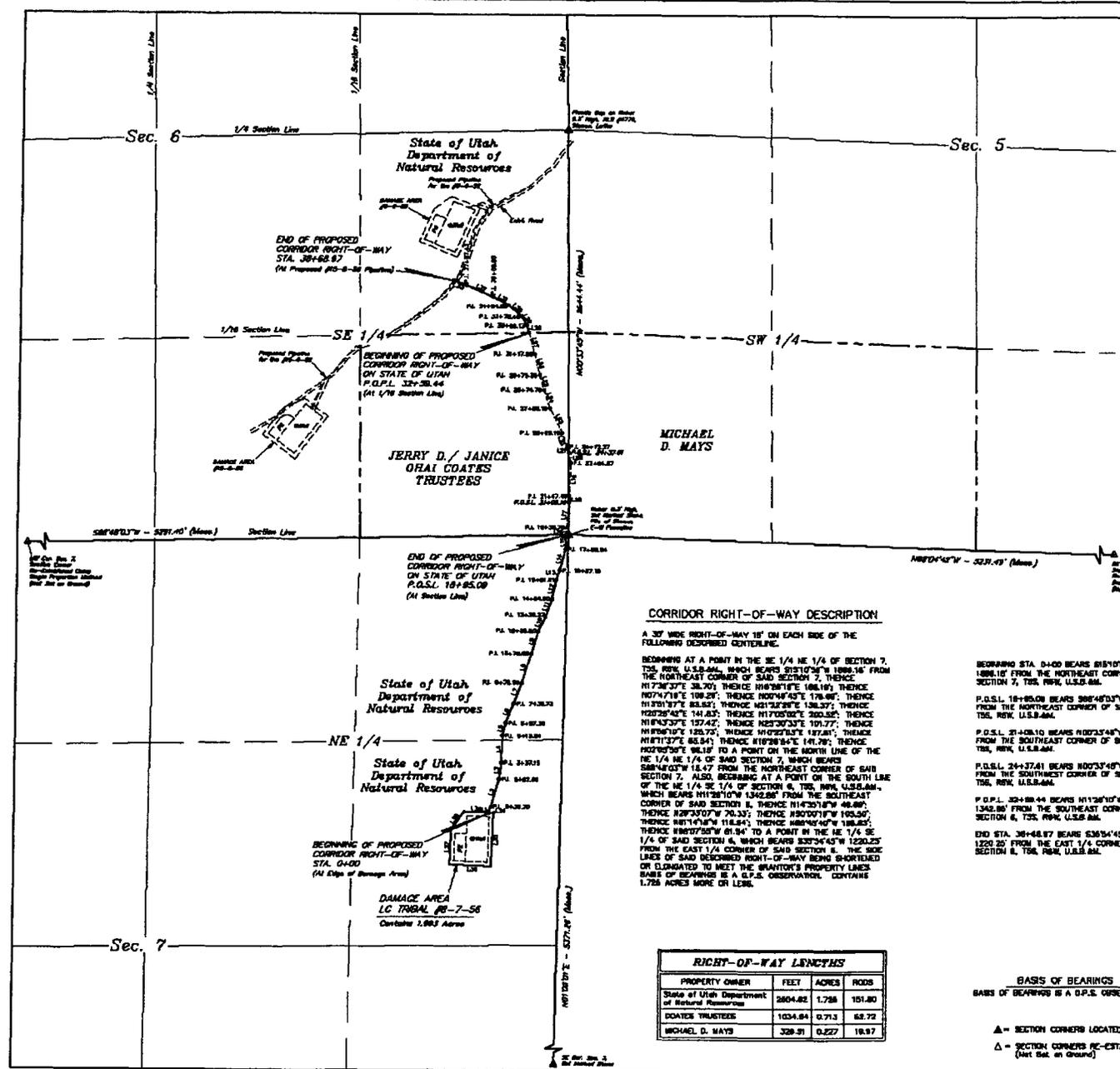
CORRIDOR RIGHT-OF-WAY DESCRIPTION

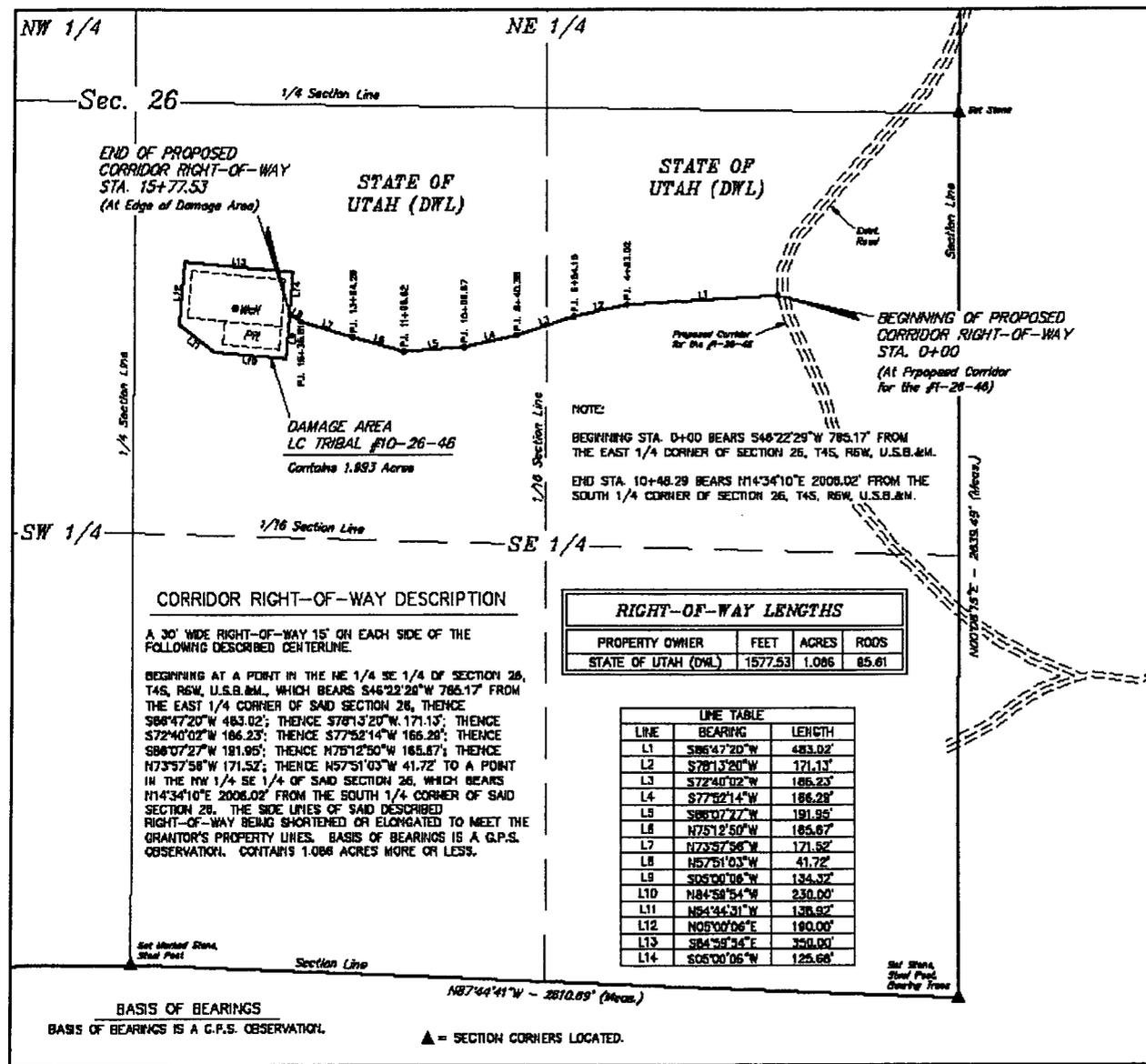
A 30' WIDE RIGHT-OF-WAY 15' ON EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINE.
 BEGINNING AT A POINT IN THE SE 1/4 NE 1/4 OF SECTION 7, T5S, R6W, U.S.B.&M., WHICH BEARS S18°10'30"W 188.18' FROM THE NORTH-EAST CORNER OF SAID SECTION 7, THENCE N17°38'37"E 36.70'; THENCE N18°28'10"E 189.18'; THENCE N17°43'16"E 108.26'; THENCE N02°44'45"E 178.89'; THENCE N13°18'17"E 83.82'; THENCE S01°22'22"E 136.27'; THENCE N52°28'45"E 146.67'; THENCE N17°19'02"E 200.52'; THENCE N18°45'27"E 167.48'; THENCE N28°20'23"E 101.77'; THENCE N18°18'18"E 128.79'; THENCE N10°22'03"E 127.81'; THENCE N18°11'27"E 68.84'; THENCE N10°28'54"E 141.28'; THENCE N02°18'18"E 98.18'; THENCE N08°08'00"E 43.80'; THENCE N03°08'20"E 168.33'; THENCE N03°07'20"E 28.28'; THENCE N08°28'03"E 212.28'; THENCE N12°18'38"E 72.74'; THENCE N12°12'22"W 24.80'; THENCE N02°31'17"E 94.87'; THENCE N02°48'18"E 180.17'; THENCE N17°38'11"W 124.80'; THENCE N14°31'11"W 100.88'; THENCE N11°21'17"W 141.88'; THENCE N14°28'18"W 152.18'; THENCE N14°38'18"W 48.88'; THENCE N07°31'07"W 70.33'; THENCE N02°08'18"W 108.56'; THENCE N18°14'18"W 113.84'; THENCE N08°08'40"W 188.84'; THENCE N08°01'20"W 81.24'; THENCE S07°30'17"E 38.40'; THENCE S05°28'43"W 300.00'; THENCE N07°30'17"E 380.00'; THENCE N02°08'43"E 230.00'; THENCE N07°48'08"E 138.84'; THENCE S07°30'17"E 167.80' TO A POINT ON THE NORTH LINE OF THE NE 1/4 NE 1/4 OF SAID SECTION 7, WHICH BEARS S08°48'03"W 18.47' FROM THE NORTH-EAST CORNER OF SAID SECTION 7, ALSO BEGINNING AT A POINT ON THE SOUTH LINE OF THE NE 1/4 SE 1/4 OF SECTION 4, T5S, R6W, U.S.B.&M., WHICH BEARS N11°28'10"W 1342.88' FROM THE SOUTH-EAST CORNER OF SAID SECTION 8, THENCE N14°30'18"W 48.88'; THENCE N28°30'07"W 70.33'; THENCE N00°00'18"W 100.88'; THENCE N07°30'17"E 380.00'; THENCE N02°08'43"E 230.00'; THENCE N07°48'08"E 138.84'; THENCE N07°30'17"E 167.80' TO A POINT IN THE NE 1/4 SE 1/4 OF SAID SECTION 4, WHICH BEARS S03°28'43"W 128.25' FROM THE EAST 1/4 CORNER OF SAID SECTION 8. THE BOUNDARY LINES OF SAID DESCRIBED RIGHT-OF-WAY BEING SHORTERED OR ELONGATED TO MEET THE SHARPER'S PROPERTY LINES SAID CORRIDOR BEING A G.P.S. OBSERVATION. CONTAINS 1.728 ACRES MORE OR LESS.

PROPERTY OWNER	FEET	ACRES	RODS
State of Utah Department of Natural Resources	2804.88	1.728	151.80
DOATES TRUSTEES	1034.84	0.713	68.72
MICHAEL D. MAYS	328.31	0.227	19.87

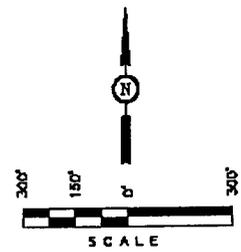
BASES OF BEARINGS
 BASIS OF BEARINGS IS A G.P.S. OBSERVATION.

▲ = SECTION CORNERS LOCATED.
 △ = SECTION CORNERS RE-ESTABLISHED (Not Set on Ground)





HERRY PETROLEUM COMPANY
LOCATION DAMAGE AREA & CORRIDOR RIGHT-OF-WAY ON STATE DWL LANDS
 (For LC TRIBAL #10-26-46)
 LOCATED IN SECTION 26, T4S, R6W, U.S.B.&M., DUCHESNE COUNTY, UTAH



CORRIDOR RIGHT-OF-WAY DESCRIPTION

A 30' WIDE RIGHT-OF-WAY 15' ON EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINE.

BEGINNING AT A POINT IN THE NE 1/4 SE 1/4 OF SECTION 26, T4S, R6W, U.S.B.&M., WHICH BEARS S46°22'29"W 785.17' FROM THE EAST 1/4 CORNER OF SAID SECTION 26, THENCE S88°47'20"W 483.02'; THENCE S78°13'20"W 171.13'; THENCE S72°40'02"W 186.23'; THENCE S77°52'14"W 186.28'; THENCE S88°07'27"W 191.95'; THENCE N75°12'50"W 185.87'; THENCE N73°37'56"W 171.52'; THENCE N57°51'03"W 41.72' TO A POINT IN THE NW 1/4 SE 1/4 OF SAID SECTION 26, WHICH BEARS N14°34'10"E 2008.02' FROM THE SOUTH 1/4 CORNER OF SAID SECTION 26. THE SIDE LINES OF SAID DESCRIBED RIGHT-OF-WAY BEING SHORTENED OR ELONGATED TO MEET THE GRANTOR'S PROPERTY LINES. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 1.086 ACRES MORE OR LESS.

RIGHT-OF-WAY LENGTHS			
PROPERTY OWNER	FEET	ACRES	RODS
STATE OF UTAH (DWL)	1577.53	1.086	85.61

LINE TABLE		
LINE	BEARING	LENGTH
L1	S88°47'20"W	483.02'
L2	S78°13'20"W	171.13'
L3	S72°40'02"W	186.23'
L4	S77°52'14"W	186.28'
L5	S88°07'27"W	191.95'
L6	N75°12'50"W	185.87'
L7	N73°37'56"W	171.52'
L8	N57°51'03"W	41.72'
L9	S05°00'06"W	134.32'
L10	N84°58'54"W	230.00'
L11	N84°34'31"W	138.82'
L12	N05°00'06"E	190.00'
L13	S84°58'34"E	350.00'
L14	S05°00'06"W	125.68'

BASIS OF BEARINGS
 BASIS OF BEARINGS IS A G.P.S. OBSERVATION.

N87°44'41"W - 2810.89' (Mean.)

▲ = SECTION CORNERS LOCATED.

DAMAGE AREA DESCRIPTION

BEGINNING AT A POINT IN THE NW 1/4 SE 1/4 OF SECTION 26, T4S, R6W, U.S.B.&M., WHICH BEARS N14°34'10"E 2008.02' FROM THE SOUTH 1/4 CORNER OF SAID SECTION 26, THENCE S05°00'06"W 134.32'; THENCE N84°58'54"W 230.00'; THENCE N54°44'31"W 138.82'; THENCE N05°00'06"E 190.00'; THENCE S84°58'54"E 350.00'; THENCE S05°00'06"W 125.68' TO THE POINT OF BEGINNING. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 1.083 ACRES MORE OR LESS.

CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAN WAS PREPARED FROM FIELD NOTES OF AGRUAL SURVEYS MADE BY ME OR UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.

REGISTERED LAND SURVEYOR
 REGISTRATION NO. 18418
 STATE OF UTAH

UNITAH ENGINEERING & LAND SURVEYING			
815 SOUTH - 200 EAST • (435) 780-1077			
VERNAL, UTAH - 84076			
SCALE 1" = 300'	DATE 12-08-06		
PARTY S.H. B.C. P.M.	REFERENCES C.L.Q. PLAT		
WEATHER COLD	FILE 4 B 0 B 7		

**BERRY PETROLEUM COMPANY
UTE TRIBAL FIELD
DUCHESNE COUNTY, UTAH
STANDARD OPERATING PRACTICES
DIVISION OF WILDLIFE RESOURCES LANDS
November 10, 2004**

MULTI POINT SURFACE USE & OPERATIONS PLAN

Surface use will be accordance with the Division of Wildlife Resources (GRANTOR) Right-of-Way (ROW).

1. Existing Roads:

THE SITING OF A PARTICULAR WELL LOCATION WILL BE SHOWN ON MAPS AND DESCRIBED IN THE SITE SPECIFIC APD.

Improvements to existing access roads will be noted in the site specific APD and in accordance with the GRANTOR's specification.

All existing roads will be maintained and kept in good repair during all drilling, completion, and producing operations associated with this well.

2. Planned Access Roads:

Descriptions of the access road will be included in the site specific APD.

On Ute Tribal, private, and/or state (GRANTOR) surface, access roads will be constructed according to the surface owners' specifications. These specifications or ROWs will be attached to the site specific APD when approved.

SURFACE DISTURBANCE AND VEHICULAR TRAFFIC WILL BE LIMITED TO THE APPROVED LOCATION AND APPROVED ACCESS ROUTE. ANY ADDITIONAL AREA NEEDED WILL BE APPROVED IN ADVANCE.

Access roads and surface disturbing activities will conform to standards outlined in the BLM and Forest Service publication, Surface Operating Standards for Oil and Gas Exploration and Development, Third Edition, 1989.

New access roads will be crowned (2 to 3%), ditched, and constructed with a running surface of 18 feet and a maximum disturbed width of 32 feet. Graveling or capping the roadbed will be performed as necessary to provide a well-constructed, safe road. Prior to construction or upgrading, the proposed road shall be cleared of any snow and shall be allowed to dry completely.

The disturbed width needed may be wider than 32 feet to accommodate larger equipment where deep cuts are required for road construction; intersections or sharp curves occur; or, as proposed by the operator. Approval will be required from the GRANTOR and the BLM/VFO Authorized Officer.

Appropriate water control structures will be installed to control erosion.

If requested by the GRANTOR a "DEAD END ROAD" sign will be installed and maintained at a

designated location.

Unless specified in the site specific APD, the following specifications will apply:

No pipelines will be crossed with the new construction.

The maximum grade will be less than 10%.

There will be no turnouts.

There will be no major cuts and fills, culverts, or bridges. If it becomes necessary to install a culvert at some time after approval of the APD, the operator will submit a Sundry Notice requesting approval to the BLM/VFO Authorized Officer with concurrence of the GRANTOR.

The access road will be centerline flagged during time of staking.

There will be no gates, cattle guards, fence cuts, or modifications to existing facilities without concurrence of the GRANTOR.

Surfacing material may be necessary, depending upon weather conditions.

THE ROAD SURFACE AND SHOULDERS WILL BE KEPT IN A SAFE AND USABLE CONDITION AND WILL BE MAINTAINED IN ACCORDANCE WITH THE ORIGINAL CONSTRUCTION STANDARDS. ALL DRAINAGE DITCHES AND CULVERTS WILL BE KEPT CLEAR AND FREE FLOWING AND WILL BE MAINTAINED ACCORDING TO THE ORIGINAL CONSTRUCTION STANDARDS. THE ACCESS ROAD ROW WILL BE KEPT FREE OF TRASH DURING OPERATIONS. ALL TRAFFIC WILL BE CONFINED TO THE APPROVED RUNNING SURFACE. ROAD DRAINAGE CROSSINGS SHALL BE OF THE TYPICAL DRY CREEK DRAINAGE CROSSING TYPE. CROSSINGS SHALL BE DESIGNED SO THEY WILL NOT CAUSE SILTATION OR ACCUMULATION OF DEBRIS IN THE DRAINAGE CROSSING, NOR SHALL THE DRAINAGES BE BLOCKED BY THE ROADBED. EROSION OF DRAINAGE DITCHES BY RUNOFF WATER SHALL BE PREVENTED BY DIVERTING WATER OFF AT FREQUENT INTERVALS BY MEANS OF CUTOUTS. SHOULD MUD HOLES DEVELOP, THE HOLES SHALL BE FILLED IN AND DETOURS AROUND THE HOLES AVOIDED. WHEN SNOW IS REMOVED FROM THE ROAD DURING THE WINTER MONTHS, THE SNOW SHOULD BE PUSHED OUTSIDE THE BORROW DITCHES, AND THE TURNOUTS KEPT CLEAR SO THAT SNOWMELT WILL BE CHanneled AWAY FROM THE ROAD.

3. Location of Existing Wells Within a 1-Mile Radius:

A map will be provided with the site specific APD showing the location of existing wells within a one-mile radius.

4. Location of Tank Batteries, Production Facilities, and Production Gathering and Service Lines:

The following guidelines will apply if the well is productive:

All permanent (on site for six months or longer) structures constructed or installed will be painted a flat, non-reflective, earth tone color to match one of the standard environmental colors, as determined by the five state Rocky Mountain Inter-Agency Committee. All facilities will be painted within six months of installation. Facilities that are required to

comply with the Occupational Safety and Health Act (OSHA) will be excluded. The required paint color is desert brown (10YR 6/4) unless otherwise designated by the Authorized Officer.

A containment dike will be constructed completely around those production facilities which contain fluids (i.e., production tanks, produced water tanks). This dike will be constructed of compacted subsoil, be impervious, hold 100% of the capacity of the largest tank, and be independent of the back cut. The site specific APD will address additional capacity if such is needed due to environmental concerns. The use of topsoil for the construction of dikes will not be allowed. If a Spill Prevention, Control, and Countermeasure (SPCC) Plan is required by the Environmental Protection Agency, the containment dike may be expanded with the BLM/VFO Authorized Officer's approval to meet SPCC requirements.

A description of the proposed pipeline and a map illustrating the proposed route will be submitted with the site specific APD.

All site security guidelines identified in Federal regulation 43 CFR 3126.7, will be adhered to. All off-lease storage, off-lease measurement, or commingling on-lease or off-lease production will have prior written approval from the BLM/VFO Authorized Officer.

Gas meter runs will be located approximately 100 feet from the wellhead. Where necessary, the gas line will be buried, or anchored down from the wellhead to the meter. Where necessary, meter runs will be housed and/or fenced.

5. Location and Type of Water Supply

The location and type of water supply will be submitted with the site specific APD.

6. Source of Construction Materials:

All construction materials for this location site and access road shall be borrow (local) material accumulated during construction of the location site, access road or pipeline

Additional gravel or pit lining material will be obtained from a private source.

The use of materials under BLM jurisdiction will conform with 43 CFR 3610.2-3.

7. Methods of Handling Waste Materials:

DRILL CUTTINGS WILL BE CONTAINED AND BURIED IN THE RESERVE PIT.

Drilling fluids, including salts and chemicals, will be contained in the reserve pit. Upon termination of drilling and completion operations, the liquid contents of the reserve pit will be used at the next drill site or will be removed and disposed of at an approved waste disposal facility within 180 days after drilling is terminated. Immediately upon well completion, any hydrocarbons in the pit shall be removed in accordance with 43 CFR 3162.7-1.

Unless specified in the site specific APD, the reserve pit will be constructed on the location and will not be located within natural drainages, where a flood hazard exists or surface runoff will

destroy or damage the pit walls. The reserve pit will be constructed so that it will not leak, break, or allow discharge of liquids.

If it is determined at the onsite that a pit liner is necessary, the reserve pit will be lined with a synthetic reinforced liner a minimum of 12 millimeters thick, with sufficient bedding used to cover any rocks. The liner will overlap the pit walls and be covered with dirt and/or rocks to hold it in place. Trash or scrap that could puncture the liner will not be disposed of in the pit.

Reserve pit leaks are considered an unacceptable and undesirable event and will be orally reported to the Authorized Officer.

After first production, produced wastewater will be trucked to one of the following approved waste water disposal sites: R.N. Industries, Inc. Sec. 4, T2S, R2W, Bluebell; MC & MC Disposal Sec. 12, T6S, R19E, Vernal; LaPoint Recycle & Storage Sec. 12, T5S, R19E, LaPoint or Water Disposal Inc. Sec. 32, T1S, R1W, Roosevelt; used in the operations of the field or, unless prohibited by the Authorized Officer, confined to the approved pit or storage tank for a period not to exceed 90 days. The use of such pit is hereby approved as part of this Application for Permit to Drill.

On GRANTOR administered lands, production fluids will be contained in leak-proof tanks. All production fluids will be disposed of at approved disposal sites. Produced water, oil, and other byproducts will not be applied to roads or well pads for control of dust or weeds. The indiscriminate dumping of produced fluids on roads, well sites, or other areas will not be allowed.

Any spills of oil, gas, salt water, or other noxious fluids will be immediately cleaned up and removed to an approved disposal site.

A chemical portable toilet will be furnished with the drilling rig.

Garbage, trash, and other waste materials will be collected in a portable, self-contained, fully enclosed trash cage during operations. Trash will not be burned on location.

All debris and other waste materials not contained in the trash cage will be cleaned up and removed from the location immediately after removal of the drilling rig.

Any open pits will be fenced during the operations. The fencing will be maintained until such time as the pits are backfilled.

No chemicals subject to reporting under SARA Title III (hazardous materials) in an amount equal to or greater than 10,000 pounds will be used, produced, stored, transported, or disposed of annually in association with the drilling, testing, or completing of wells. Furthermore, extremely hazardous substances, as defined in 40 CFR 355, in threshold planning quantities, will not be used, produced, stored, transported, or disposed of in association with the drilling, testing, or completing of wells within these areas. Specific APD's shall address any modifications from this policy.

8. Ancillary Facilities:

THERE ARE NO ANCILLARY FACILITIES PLANNED FOR AT THIS TIME AND NONE ARE FORESEEN IN THE FUTURE.

9. Wellsite Layout:

A LOCATION LAYOUT DIAGRAM DESCRIBING DRILL PAD CROSS-SECTIONS, CUTS AND FILLS, AND LOCATIONS OF MUD TANKS, RESERVE PIT, FLARE PIT, PIPE RACKS, TRAILER PARKING, SPOIL DIRT STOCKPILE(S), AND THE SURFACE MATERIALS STOCKPILE(S) WILL BE INCLUDED WITH THE SITE SPECIFIC APD.

The diagram will describe rig orientation, parking areas, and access roads as well as the location of the following:

The reserve pit.

THE STOCKPILED TOPSOIL, WHICH SHALL NOT BE USED FOR FACILITY BERMS. ALL BRUSH REMOVED FROM THE WELL PAD DURING CONSTRUCTION WILL BE STOCKPILED WITH THE TOPSOIL.

The flare pit, which will be located downwind from the prevailing wind direction.

The access road.

All pits will be fenced according to the following minimum standards:

39-inch net wire shall be used with at least one strand of wire on top of the net wire. Barbed wire is not necessary if pipe or some type of reinforcement rod is attached to the top of the entire fence.

The net wire shall be no more than two inches above the ground. The barbed wire shall be three inches over the net wire. Total height of the fence shall be at least 42 inches.

Corner posts shall be cemented and/or braced in such a manner as to keep the fence tight at all times.

Standard steel, wood, or pipe posts shall be used between the corner braces. Distance between any two posts shall be no greater than 16 feet.

All wire shall be stretched using a stretching device before it is attached to the corner posts.

The reserve pit fencing will be on two sides during drilling operations, and on the third and fourth sides when the rig moves off location. Pits will be fenced and maintained until cleanup.

10. Plans for Restoration of the Surface:

The dirt contractor will be provided with approved copies of the Surface Use Plan and these Standard Operating Procedures prior to construction activities.

Immediately upon well completion, the location and surrounding area will be cleared of all unused tubing, materials, trash, and debris not required for production.

ON LANDS ADMINISTERED BY THE GRANTOR, ABANDONED WELL SITES, ROADS, AND OTHER

DISTURBED AREAS WILL BE RESTORED AS NEAR AS PRACTICAL TO THEIR ORIGINAL CONDITION. WHERE APPLICABLE, THESE CONDITIONS MAY INCLUDE THE RE-ESTABLISHMENT OF IRRIGATION SYSTEMS, THE RE-ESTABLISHMENT OF APPROPRIATE SOIL CONDITIONS, AND THE RE-ESTABLISHMENT OF VEGETATION AS SPECIFIED.

All disturbed areas will be re-contoured to the approximate natural contours.

Any drainage rerouted during the construction activities shall be restored to its original line of flow or as near as possible.

Prior to backfilling the reserve pit, the fence surrounding the reserve pit will be removed. The pit liner will be cut off at the water or mud line and disposed of at an approved landfill site. The liner will also be torn and perforated after the pit dries and prior to backfilling the reserve pit.

Before any dirt work associated with reserve pit restoration takes place, the reserve pit shall be as dry as possible. All debris in it will be removed. Other waste and spoil materials will be disposed of immediately upon completion of operations. The reserve pit will be reclaimed within 180 days from the date of well completion, weather permitting. Once reclamation activities have begun, the activities will be completed within 30 days.

After the reserve pit has been reclaimed, no depressions in the soil covering the reserve pit will be allowed. The object is to keep seasonal rainfall and runoff from seeping into the soil used to cover the reserve pit. Diversion ditches and water bars will be used to divert runoff as needed.

Prior to the construction of the location, the top 12 inches of soil material will be stripped and stockpiled. Placement of the topsoil will be noted on the location plat attached to the site specific APD. Topsoil shall be stockpiled separately from subsoil materials. Topsoil salvaged from the reserve pit shall be stockpiled separately near the reserve pit. When all drilling and completion activities have been completed, the unused portion of the location (area outside the deadmen) will be re-contoured and topsoil spread over the area.

Topsoil to be stored for more than one year:

Shall be windrowed, where possible, to a depth of three (3) to four (4) feet at a specified location near the margin of the site.

Broadcast seeded with the prescribed seed mixture immediately after windrowing. The Authorized Officer of the appropriate surface management agency shall be contacted for the required seed mixture. Seed will be drilled on the contour to an appropriate depth.

The stockpile then "walked" with a dozer to cover the seed.

Mulching may be one method considered to enhance the re-establishment of desired native plant communities. If straw or hay mulch is used, the straw and hay must be certified to be weed-free and the documentation submitted prior to usage.

When restoration activities have been completed, the location site and new access road cuts and shoulders shall be reseeded. Prior to reseeding, all disturbed areas, including the old access road will be scarified and left with a rough surface.

The Authorized Officer or the appropriate surface management agency shall be contacted for the

required seed mixture. Seed will be drilled on the contour to an appropriate depth. If broadcast seeded, the amount of seed mixture per acre will be doubled, and a harrow or some other implement will be dragged over the seeded area to assure coverage of the seeds.

For GRANTOR administered surface, at final abandonment, all casing shall be cut off at the base of the cellar or 3 feet below final restored ground level, whichever is deeper, and cap the casing with a metal plate a minimum of 0.25 inches thick. The cap will be welded in place and the well location and identity will be permanently inscribed on the cap. The cap also will be constructed with a weep hole.

11. Surface Ownership:

The ownership of the access roads will be specified in the site specific APD.

The ownership of the well pad will be specified in the site specific APD.

12. Other Information:

All lease and/or unit operations will be conducted in such a manner that full compliance is made with all applicable laws, regulations, Onshore Oil and Gas Orders, the approved Plan of Operations, and any applicable Notice to Lessees. The operator is fully responsible for the actions of his subcontractors. A copy of these conditions will be furnished to the field representative to ensure compliance.

The operator will control noxious weeds along access road use authorizations, pipeline route authorizations, well sites or other applicable facilities. A list of noxious weeds may be obtained from the GRANTOR, BLM or the appropriate County Extension Office. On GRANTOR administered land, it is required that a Pesticide Use Proposal be submitted and approved prior to the application of herbicides or other pesticides or possibly hazardous chemicals.

Drilling rigs and/or equipment used during drilling operations on this location will not be stacked or stored on GRANTOR administered lands after the conclusion of drilling operations or at any other time without authorization by the GRANTOR Authorized Officer. If GRANTOR authorization is obtained, such storage is only a temporary measure.

Travel is restricted to only the approved travel routes.

Unless previously conducted, a class III archaeological survey will be conducted on all Federal, State (GRANTOR) or Tribal lands. All personnel will refrain from collecting artifacts and from disturbing any significant cultural resources in the area. The operator is responsible for informing all persons in the area who are associated with this project that they may be subject to prosecution for knowingly disturbing historic or archaeological sites or for collecting artifacts. All vehicular traffic, personnel movement, construction, and restoration activities shall be confined to the areas examined, as referenced in the archaeological report, and to the existing roadways and/or evaluated access routes. If historic or archaeological materials are uncovered during construction, the Operator is to immediately stop work that might further disturb such materials and contact the Authorized Officer and/or the Ute Tribe Energy and Mineral Department.

Within five working days, the Authorized Officer will inform the operator as to:

Whether the materials appear eligible for the National Historic Register of Historic

Places;

The mitigation measures the operator will likely have to undertake before the site can be used (assuming in-situ preservation is not necessary); and,

The time frame for the Authorized Officer to complete an expedited review under 36 CFR 800.11 to confirm, through the State Historic Preservation Officer, that the findings of the Authorized Officer are correct and that the mitigation measures are appropriate.

If the operator wishes, at any time, to relocate activities to avoid the expense of mitigation and/or the delays associated with this process, the Authorized Officer and/or the GRANTOR will assume responsibility for whatever recordation and stabilization of the exposed materials may be required. Otherwise the operator will be responsible for mitigation costs. The Authorized Officer and/or the GRANTOR will provide technical and procedural guidelines for the conduct of mitigation. Upon verification from the Authorized Officer that required mitigation has been completed, the Operator will then be allowed to resume construction.

On surface administered by the GRANTOR, all Surface Use Conditions of Approval associated with the BIA Concurrence letter and Environmental Analysis Mitigation Stipulations will be adhered to, including:

Any/all contractors used by Grantee Petroleum Company will have acquired a Tribal Business License and shall have access permits prior to construction.

If the surface rights are owned by the Ute Indian Tribe and mineral rights are owned by another entity, an Application For Corridor Right-of-Way will be obtained from the BIA before the Operator begins any construction activities. The BIA right-of-way application will be delivered under separate cover. If the surface is owned by the GRANTOR and the mineral rights are owned by the Ute Indian Tribe, a right-of-way will be obtained from the GRANTOR.

Operator's employees, including subcontractors, will not gather firewood along roads constructed by the operator. Grantee Petroleum Company has a Joint Venture Agreement with the Ute Tribe. This agreement makes it unnecessary for Grantee Petroleum Company to obtain a wood permit. Please see the Joint Venture Agreement, which has been assigned to Grantee Petroleum Company, for additional information.

All roads constructed by the operator will have appropriate signs. Signs will be neat and of sound construction. The sign will state: (a) that the land is owned by the GRANTOR, (b) the name of the Operator, (c) that firearms are prohibited (d) that permits must be obtained from the GRANTOR before cutting firewood or other timber products, and (e) only authorized personnel permitted.

All well site locations will have appropriate signs indicating the name of the operator, the lease serial number, the well name and number, the survey description of the well (either footages or the quarter/quarter section, the section, township, and range).

13. Lessees or Operator's Representative and Certification:

REPRESENTATIVE:

NAME: TOM RAND
ENGINEERING MANAGER

ADDRESS: BERRY PETROLEUM COMPANY
950 17TH STREET, SUITE 2400
DENVER, CO 80202

PHONE: 303-825-3344
CELLULAR: 720-384-5149

ALL LEASE AND/OR UNIT OPERATIONS WILL BE CONDUCTED IN SUCH A MANNER THAT FULL COMPLIANCE IS MADE WITH ALL APPLICABLE LAWS, REGULATIONS, ONSHORE OIL AND GAS ORDERS AND ANY APPLICABLE NOTICE TO LESSEES.

THE OPERATOR WILL BE FULLY RESPONSIBLE FOR THE ACTIONS OF ITS SUBCONTRACTORS. A COMPLETE COPY OF THE APPROVED "APPLICATION FOR PERMIT TO DRILL" AND THE STANDARD OPERATING PROCEDURES WILL BE FURNISHED TO THE FIELD REPRESENTATIVE(S) TO ENSURE COMPLIANCE AND SHALL BE ON LOCATION DURING ALL CONSTRUCTION AND DRILLING OPERATIONS.

THE DRILLING PERMIT WILL BE VALID FOR A PERIOD OF ONE YEAR FROM THE DATE OF APPROVAL. AFTER PERMIT TERMINATION, A NEW APPLICATION WILL BE FILED FOR APPROVAL FOR ANY FUTURE OPERATIONS.

SITE-SPECIFIC CERTIFICATION WILL BE SUBMITTED WITH THE SITE-SPECIFIC APD.

EPA's LIST OF NONEXEMPT EXPLORATION AND PRODUCTION WASTES

WHILE THE FOLLOWING WASTES ARE NONEXEMPT, THEY ARE NOT NECESSARILY HAZARDOUS.

- UNUSED FRACTURING FLUIDS OR ACIDS
- GAS PLANT COOLING TOWER CLEANING WASTES
- PAINTING WASTES
- OIL AND GAS SERVICE COMPANY WASTES, SUCH AS EMPTY DRUMS, DRUM RINSATE, VACUUM TRUCK RINSATE, SANDBLAST MEDIA, PAINTING WASTES, SPEND SOLVENTS, SPILLED CHEMICALS, AND WASTE ACIDS
- VACUUM TRUCK AND DRUM RINSATE FROM TRUCKS AND DRUMS, TRANSPORTING OR CONTAINING NONEXEMPT WASTE
- REFINERY WASTES
- LIQUID AND SOLID WASTES GENERATED BY CRUDE OIL AND TANK BOTTOM RECLAIMERS

- USED EQUIPMENT LUBRICATION OILS
- WASTE COMPRESSOR OIL, FILTERS, AND BLOWDOWN
- USED HYDRAULIC FLUIDS
- WASTE SOLVENTS
- WASTE IN TRANSPORTATION PIPELINE-RELATED PITS
- CAUSTIC OR ACIDS CLEANERS
- BOILER CLEANING WASTES
- BOILER REFRACTORY BRICKS
- INCINERATOR ASH
- LABORATORY WASTES
- SANITARY WASTES
- PESTICIDE WASTE
- RADIOACTIVE TRACER WASTES
- DRUMS, INSULATION AND MISCELLANEOUS SOLIDS

Exhibit D
Field Reclamation Bond

BOND NO. RJ.R0008627

LICENSE OR PERMIT BOND

KNOW ALL BY THESE PRESENTS, That we, Berry Petroleum Company, 4201 Tuxton Avenue, Suite 300, Bakersfield, CA 93309 as Principal, and the R.I. Insurance Company as Surety, are held and firmly bound unto State of Utah, Department of Natural Resources, Division of Wildlife Resources, 160 W. North Temple, Suite 2112, Salt Lake City, Utah 84116 as Oblige in the sum of One Hundred Thousand and No/100 Dollars (\$ 100,000.00) for which sum, well and truly to be paid, we bind ourselves, our heirs, executors, administrators, successors and assigns, jointly and severally, firmly by these presents

WHEREAS, the Principal has been or is about to be granted a Right-of-Way No. DUC 0808 EAD45 by the Oblige

NOW, THEREFORE, THE CONDITION OF THIS OBLIGATION IS SUCH THAT if the Principal shall well and truly comply with Utah Division of Wildlife Resources Administrative Rule R457-28, and conduct business in conformity therewith, then this obligation to be void; otherwise to remain in full force and effect. (A no event) shall the liability hereunder exceed the penal sum herein

PROVIDED AND SUBJECT TO THE CONDITIONS PRECEDENT.

- 1 This obligation may be canceled by the Surety by giving thirty (30) days notice in writing of its intention to do so to the Oblige and the Surety shall be relieved of any further liability under this Bond thirty (30) days after receipt of said notice by the Oblige, except for defaults occurring prior thereto
- 2 Any claim must be presented in writing to R.I. Insurance Company to the attention of Greg E. Chilson, 8 Greenway Plaza, Suite 400 Houston, Texas, 77045
- 3 Surety shall have no obligation to the Principal, the Oblige or any other person or entity for any loss suffered by the Principal, the Oblige or any other person or entity by reason of acts or omissions which are or could be covered by the Oblige's or the Principal's general liability insurance, products liability insurance, completed operations insurance or any other insurance
- 4 No right or action shall accrue under this Bond to or for the use or benefit of anyone other than the named Oblige
- 5 The Oblige will issue a release of this Bond within a reasonable period, but in no instance longer than thirty (30) days after termination of the Permit

IN WITNESS WHEREOF, the above bound parties have executed this instrument under their several seals this 26th day of August, 2000, the name and corporate seal of each corporate party being hereto affixed and those presents duly signed by its undersigned representative pursuant to authority of its governing body

Berry Petroleum Company Principal

By _____

R.I. Insurance Company

By Paul M. O'Sullivan Attorney-in-Fact

EXHIBIT D-1

08/28/2006 12:54 713591020

UNDERWRITERS RLI 319

FILE 03/00



RLI Insurance Company | 9025 North Lindbergh Dr
Peoria, IL 61615-1400 | Ph (309) 892 1000

RLB0009627

POWER OF ATTORNEY
RLI Insurance Company

Know All Men by These Presents:

That the RLI INSURANCE COMPANY, a corporation organized and existing under the laws of the State of Illinois, and authorized and licensed to do business in all states and the District of Columbia does hereby make, constitute and appoint: PAUL M. O'SULLIVAN in the City of HOUSTON, State of TEXAS, as Attorney-in-Fact, with full power and authority hereby conferred upon him to sign, execute, acknowledge and deliver for and on its behalf as Surety and as its act and deed, all of the following classes of documents to-wit:

\$100,000.00

Indemnity, Surety and Undertakings that may be desired by contract, or may be given in any action or proceeding in any court of law or equity, policies indemnifying employers against loss or damage caused by the misconduct of their employees, official, bail and surety and fidelity bonds. Indemnity in all cases where indemnity may be lawfully given, and with full power and authority to execute consents and waivers to modify or change or extend any bond or document executed for this Company, and to compromise and settle any and all claims or demands made or existing against said Company.

The RLI INSURANCE COMPANY further certifies that the following is a true and exact copy of a Resolution adopted by the Board of Directors of RLI Insurance Company, and now in force to-wit:

All bonds, policies, undertakings, Powers of Attorney, or other obligations of the corporation shall be executed in the corporate name of the Company by the President, Secretary, any Assistant Secretary, Treasurer, or any Vice President, or by such other officers as the Board of Directors may authorize. The President, any Vice President, Secretary, any Assistant Secretary, or the Treasurer may appoint Attorneys-in-Fact or Agents who shall have authority to issue bonds, policies, or undertakings in the name of the Company. The corporate seal is not necessary for the validity of any bonds, policies, undertakings, Powers of Attorney, or other obligations of the corporation. The signature of any such officer and the corporate seal may be printed by facsimile.

(Blue shaded areas above indicate authenticity)

IN WITNESS WHEREOF, the RLI Insurance Company has caused these presents to be executed by its PRESIDENT CEO with its corporate seal affixed this

ATTEST
Camille J. Hensey
Corporate Secretary

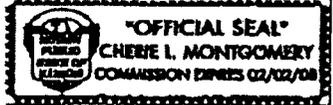


By M. J. Stone
President CEO

State of Illinois)
County of Peoria) 63

On this 28 day of Aug. 2006 before me, a Notary Public, personally appeared Michael J. Stone and Camille J. Hensey, who being by me duly sworn, acknowledged that they signed the above Power of Attorney as President, CEO and Corporate Secretary, respectively, of the said RLI INSURANCE COMPANY, and acknowledged said instrument to be the voluntary act and deed of said corporation.

Cherie L. Montgomery
Notary Public



UICS 904 (03/04)

BERRY PETROLEUM COMPANY

LC TRIBAL #10-26-46 & #11-26D-46

LOCATED IN DUCHESNE COUNTY, UTAH
SECTION 26, T4S, R6W, U.S.B.&M.

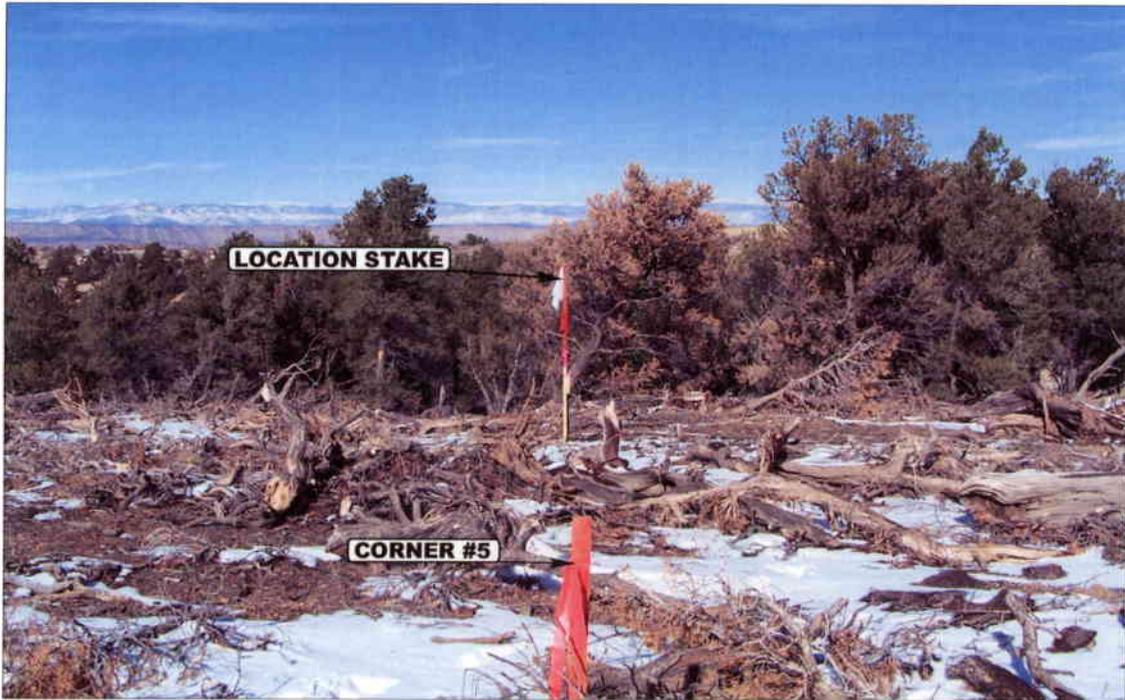


PHOTO: VIEW FROM CORNER #5 TO LOCATION STAKE

CAMERA ANGLE: NORTHERLY



PHOTO: VIEW FROM BEGINNING OF PROPOSED ACCESS

CAMERA ANGLE: WESTERLY



- Since 1964 -

Uintah Engineering & Land Surveying
85 South 200 East Vernal, Utah 84078
435-789-1017 uels@uelsinc.com

TOPOGRAPHIC MAP
11 27 06
MONTH DAY YEAR
TAKEN BY: S.H. DRAWN BY: C.P. REVISED: 07-09-07

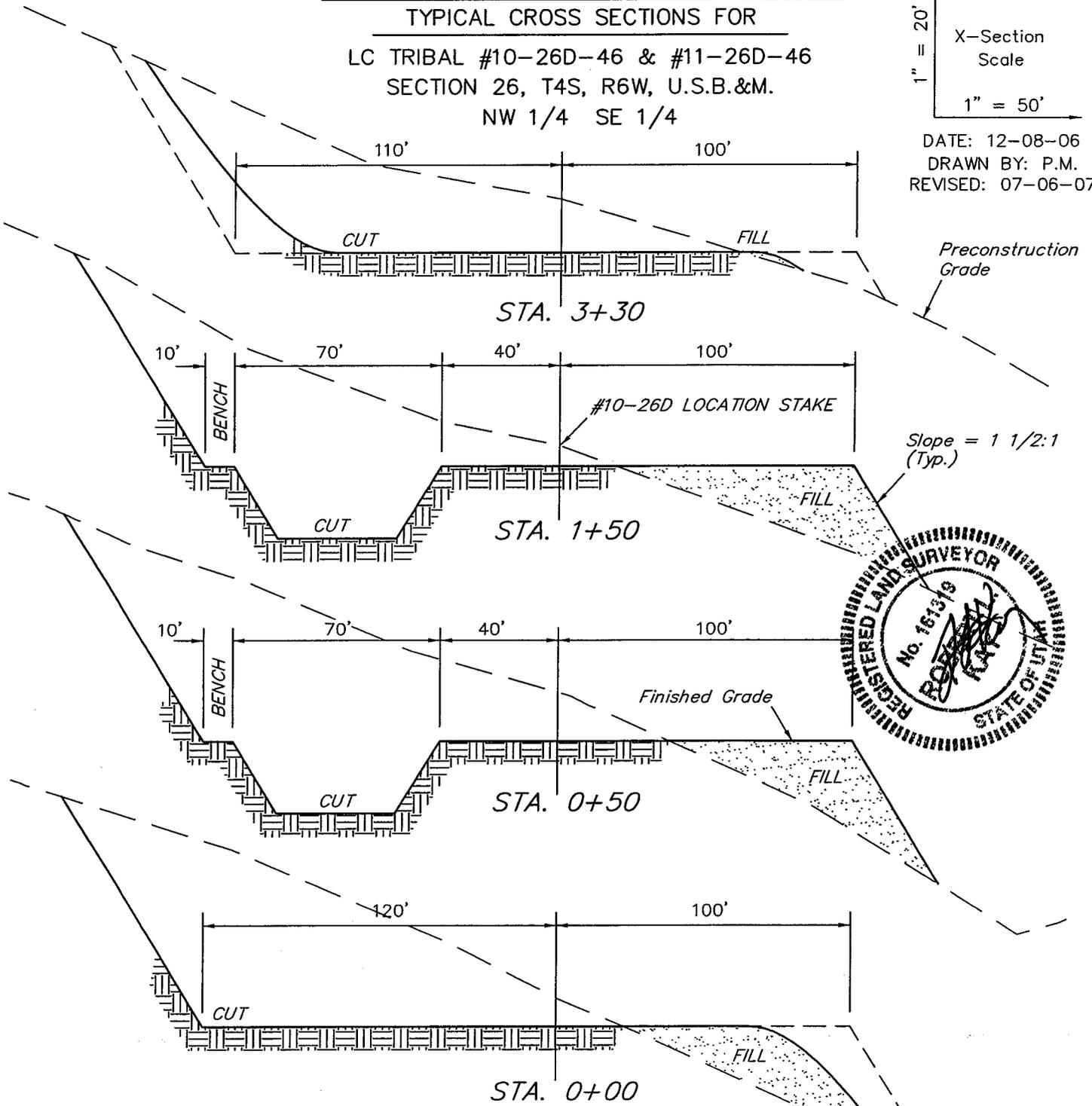
PHOTO

BERRY PETROLEUM COMPANY

TYPICAL CROSS SECTIONS FOR
 LC TRIBAL #10-26D-46 & #11-26D-46
 SECTION 26, T4S, R6W, U.S.B.&M.
 NW 1/4 SE 1/4

X-Section Scale
 1" = 20'
 1" = 50'

DATE: 12-08-06
 DRAWN BY: P.M.
 REVISED: 07-06-07



NOTE:

Topsoil should not be Stripped Below Finished Grade on Substructure Area.

*** NOTE:**

FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

CUT	
(6") Topsoil Stripping	= 2,000 Cu. Yds.
Remaining Location	= 26,960 Cu. Yds.
TOTAL CUT	= 28,960 CU.YDS.
FILL	= 7,030 CU.YDS.

EXCESS MATERIAL	= 21,930 Cu. Yds.
Topsoil & Pit Backfill (1/2 Pit Vol.)	= 3,950 Cu. Yds.
EXCESS UNBALANCE (After Interim Rehabilitation)	= 17,980 Cu. Yds.

UINTAH ENGINEERING & LAND SURVEYING
 85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017

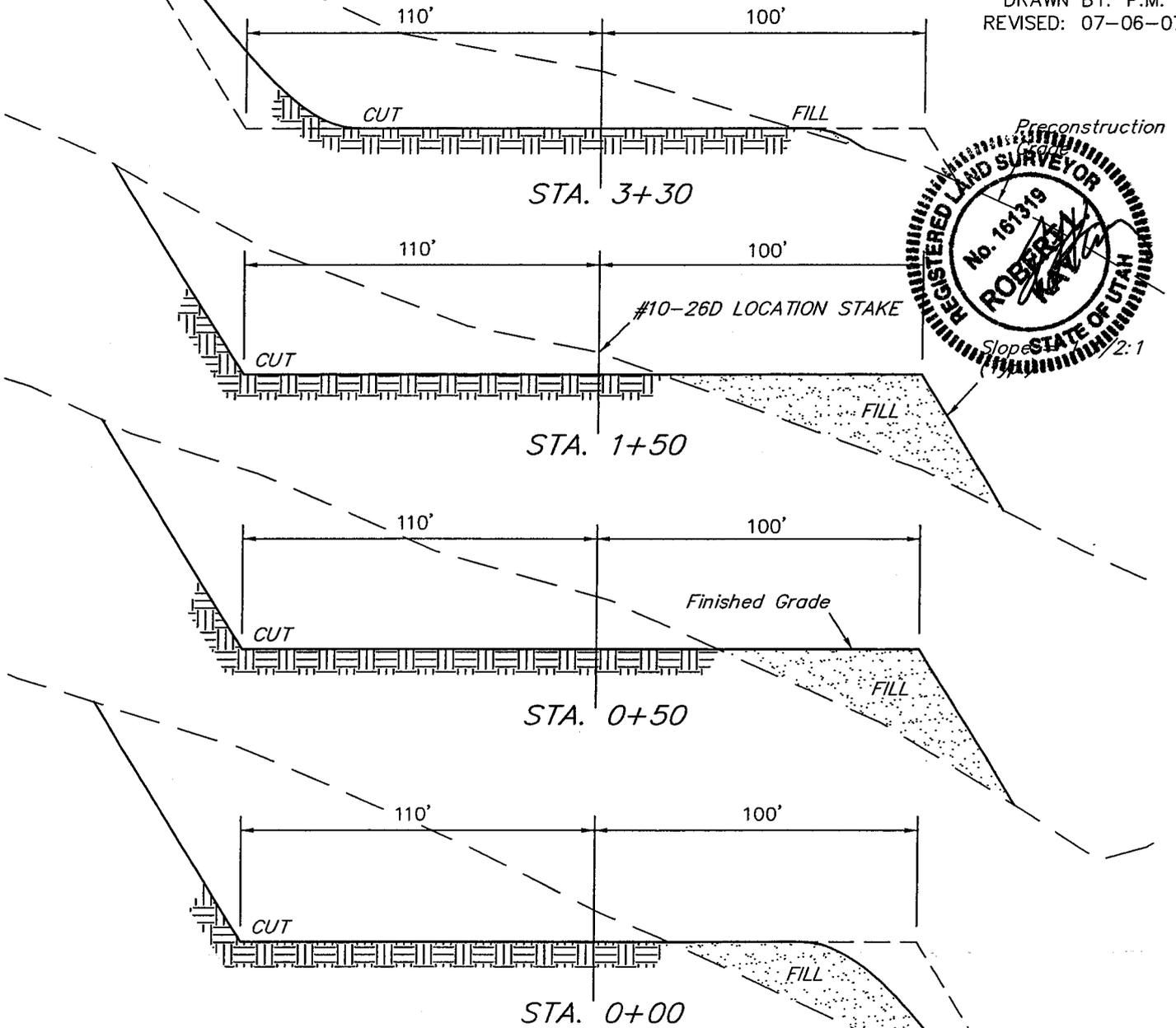
BERRY PETROLEUM COMPANY

TYPICAL CROSS SECTIONS FOR

LC TRIBAL #10-26D-46 & #11-26D-46
SECTION 26, T4S, R6W, U.S.B.&M.
NW 1/4 SE 1/4

1" = 20'
X-Section Scale
1" = 50'

DATE: 12-08-06
DRAWN BY: P.M.
REVISED: 07-06-07



NOTE:

Topsoil should not be Stripped Below Finished Grade on Substructure Area.

*** NOTE:**

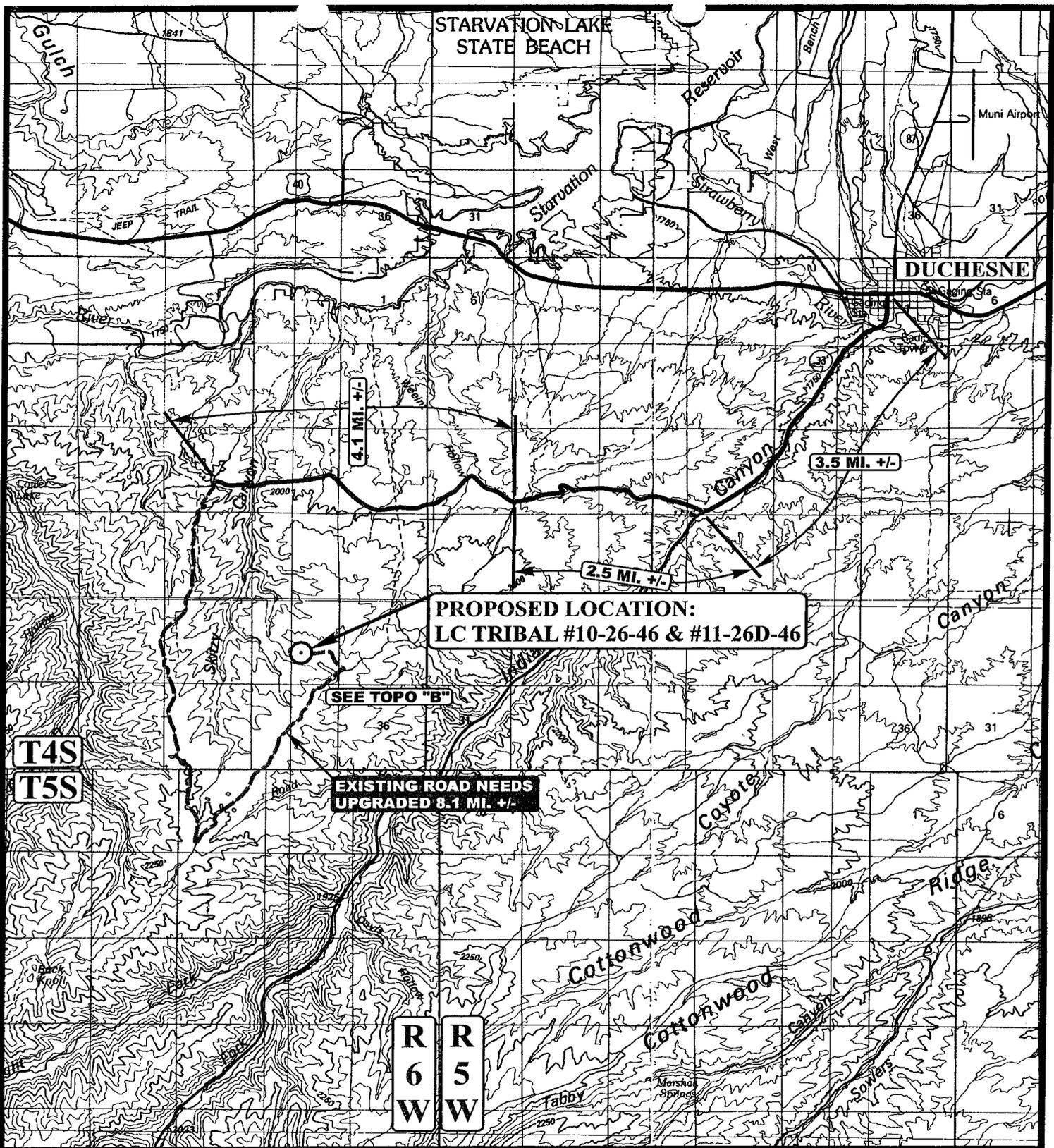
FILL QUANTITY INCLUDES 5% FOR COMPACTION

APPROXIMATE YARDAGES

CUT	
(6") Topsoil Stripping	= 1,880 Cu. Yds.
Remaining Location	= 20,050 Cu. Yds.
TOTAL CUT	= 21,930 CU.YDS.
FILL	= 7,030 CU.YDS.

EXCESS MATERIAL	= 14,900 Cu. Yds.
Topsoil	= 1,880 Cu. Yds.
EXCESS UNBALANCE	= 13,020 Cu. Yds.
(After Interim Rehabilitation)	

UINTAH ENGINEERING & LAND SURVEYING
85 So. 200 East * Vernal, Utah 84078 * (435) 789-1017



**PROPOSED LOCATION:
LC TRIBAL #10-26-46 & #11-26D-46**

SEE TOPO "B"

**EXISTING ROAD NEEDS
UPGRADED 8.1 MI. +/-**

**T4S
T5S**

**R
6
W** **R
5
W**

LEGEND:

⊙ PROPOSED LOCATION

BERRY PETROLEUM COMPANY

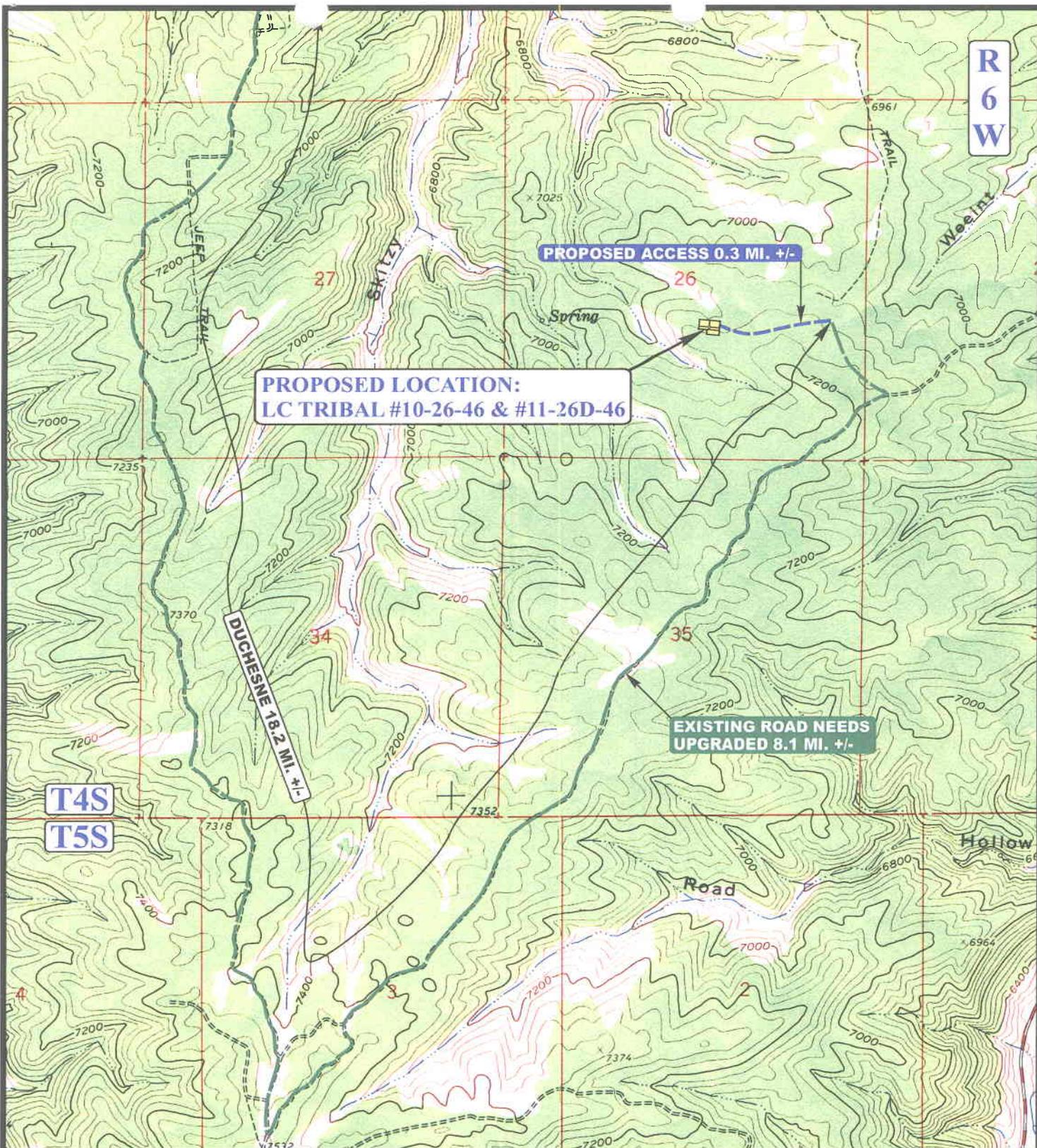
**LC TRIBAL #10-26-46 & #11-26D-46
SECTION 26, T4S, R6W, U.S.B.&M.
NW 1/4 SE 1/4**

U&L S **Utah Engineering & Land Surveying**
85 South 200 East Vernal, Utah 84078
(435) 789-1017 * FAX (435) 789-1813



TOPOGRAPHIC **11 27 06**
MAP MONTH DAY YEAR
SCALE: 1:100,000 DRAWN BY: C.P. REVISED: 07-09-07





LEGEND:

- PROPOSED ACCESS ROAD
- EXISTING ROAD NEEDS UPGRADED

BERRY PETROLEUM COMPANY

LC TRIBAL #10-26-46 & #11-26D-46
 SECTION 26, T4S, R6W, U.S.B.&M.
 NW 1/4 SE 1/4

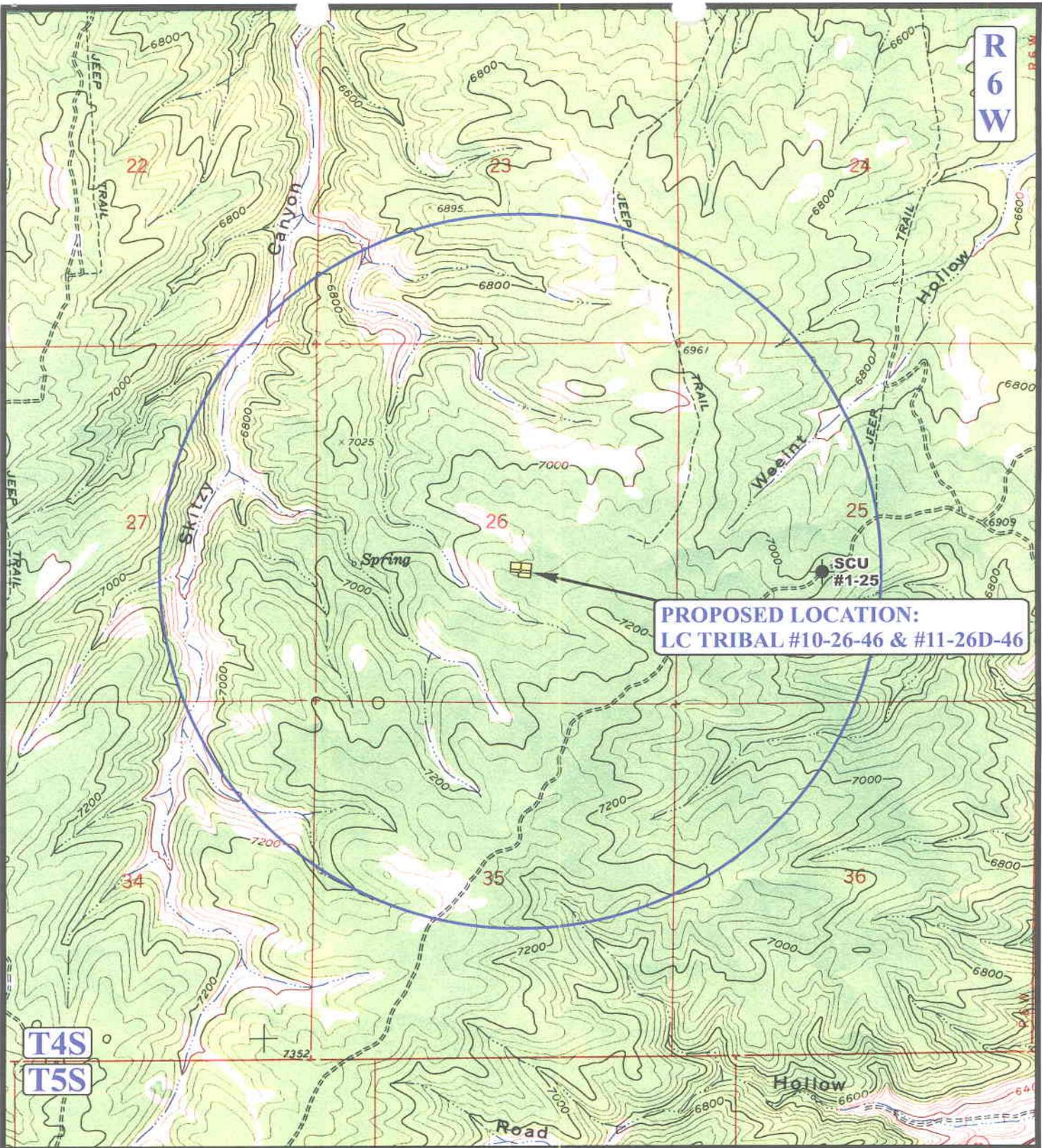


Uintah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
 (435) 789-1017 * FAX (435) 789-1813



TOPOGRAPHIC MAP 11 27 06
 MONTH DAY YEAR
 SCALE: 1" = 2000' DRAWN BY: C.P. REVISED: 07-09-07





**PROPOSED LOCATION:
LC TRIBAL #10-26-46 & #11-26D-46**

LEGEND:

- ⊗ DISPOSAL WELLS
- PRODUCING WELLS
- ⊖ SHUT IN WELLS
- ⊗ WATER WELLS
- ABANDONED WELLS
- ⊖ TEMPORARILY ABANDONED

BERRY PETROLEUM COMPANY

**LC TRIBAL #10-26-46 & #11-26D-46
SECTION 26, T4S, R6W, U.S.B.&M.
NW 1/4 SE 1/4**

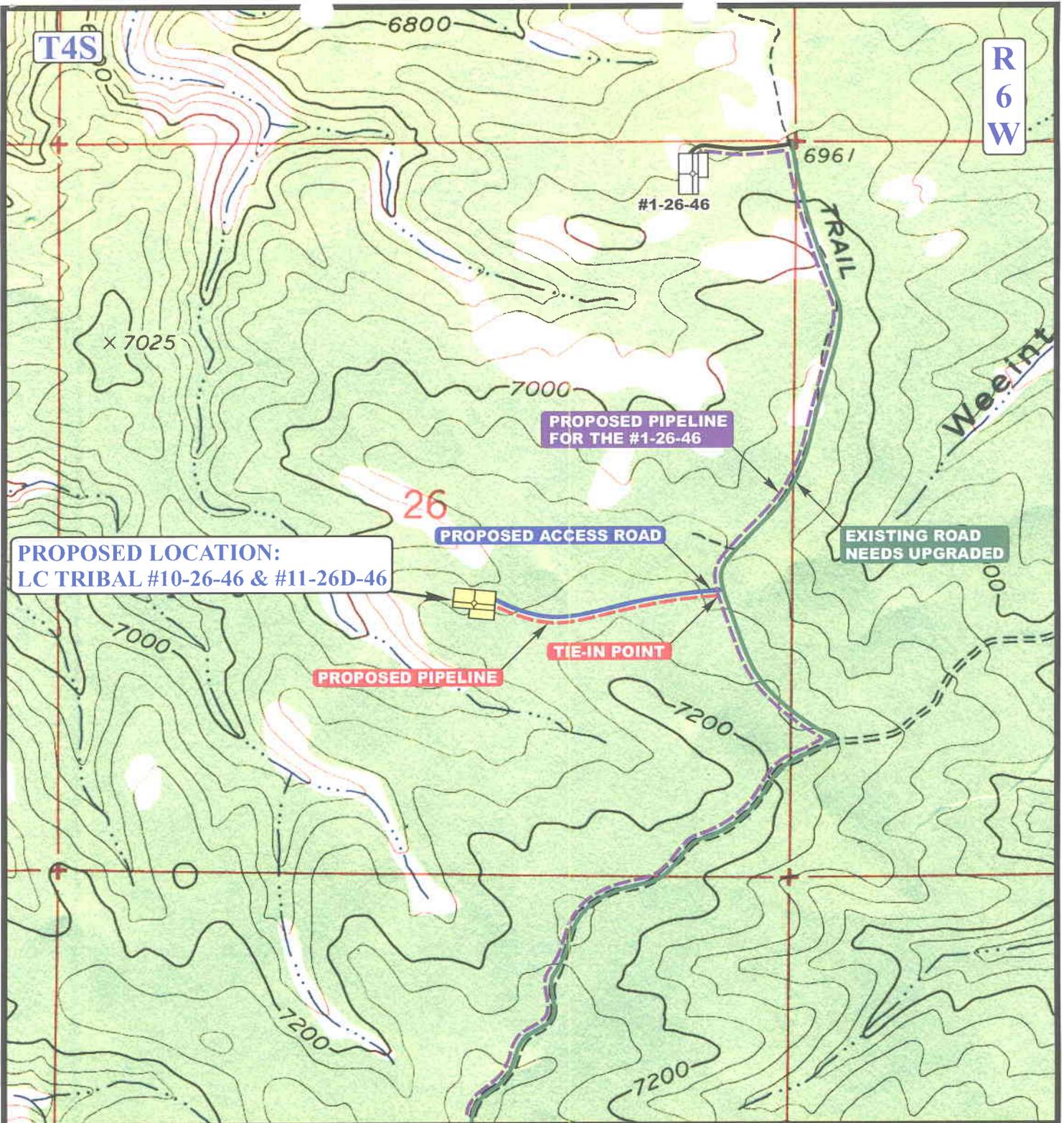


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TOPOGRAPHIC MAP 11 27 06
MONTH DAY YEAR
SCALE: 1" = 2000' DRAWN BY: C.P. REVISED: 07-09-07





APPROXIMATE TOTAL PIPELINE DISTANCE = 1,601' +/-

LEGEND:

-  PROPOSED ACCESS ROAD
-  EXISTING 2-TRACK NEEDS UPGRADED
-  PROPOSED PIPELINE
-  PROPOSED PIPELINE (SERVICING OTHER WELLS)

BERRY PETROLEUM COMPANY

LC TRIBAL #10-26-46 & #11-26D-46
 SECTION 26, T4S, R6W, U.S.B.&M.
 NW 1/4 SE 1/4

U E I S Uintah Engineering & Land Surveying
 85 South 200 East Vernal, Utah 84078
 (435) 789-1017 * FAX (435) 789-1813



TOPOGRAPHIC MAP **11 27 06**
 MONTH DAY YEAR
 SCALE: 1" = 1000' DRAWN BY: C.P. REVISED: 07-09-07



NW 1/4

E 1/4

Sec. 26

1/4 Section Line

END OF PROPOSED CORRIDOR RIGHT-OF-WAY STA. 15+77.53 (At Edge of Damage Area)

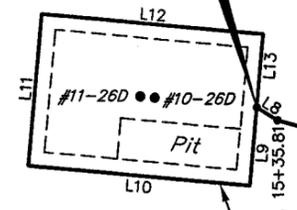
STATE OF UTAH (DWL)

STATE OF UTAH (DWL)

BERRY PETROLEUM COMPANY LOCATION DAMAGE AREA & CORRIDOR RIGHT-OF-WAY ON STATE DWL LANDS

(For LC TRIBAL #10-26D-46 & #11-26D-46)

LOCATED IN SECTION 26, T4S, R6W, U.S.B.&M., DUCHESNE COUNTY, UTAH

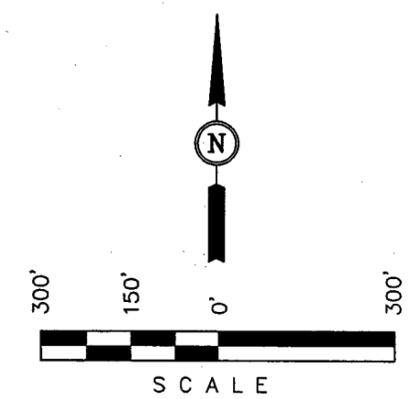


DAMAGE AREA LC TRIBAL #10-26D-46 & #11-26D-46
Contains 2.268 Acres

NOTE:

BEGINNING STA. 0+00 BEARS S46°22'29"W 785.17' FROM THE EAST 1/4 CORNER OF SECTION 26, T4S, R6W, U.S.B.&M.
END STA. 10+48.29 BEARS N14°34'10"E 2006.02' FROM THE SOUTH 1/4 CORNER OF SECTION 26, T4S, R6W, U.S.B.&M.

BEGINNING OF PROPOSED CORRIDOR RIGHT-OF-WAY STA. 0+00 (At Proposed Corridor for the #1-26-46)



SW 1/4

1/16 Section Line

SE 1/4

CORRIDOR RIGHT-OF-WAY DESCRIPTION

A 30' WIDE RIGHT-OF-WAY 15' ON EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINE.

BEGINNING AT A POINT IN THE NE 1/4 SE 1/4 OF SECTION 26, T4S, R6W, U.S.B.&M., WHICH BEARS S46°22'29"W 785.17' FROM THE EAST 1/4 CORNER OF SAID SECTION 26, THENCE S86°47'20"W 483.02'; THENCE S78°13'20"W 171.13'; THENCE S72°40'02"W 186.23'; THENCE S77°52'14"W 166.29'; THENCE S86°07'27"W 191.95'; THENCE N75°12'50"W 165.67'; THENCE N73°57'56"W 171.52'; THENCE N57°51'03"W 41.72' TO A POINT IN THE NW 1/4 SE 1/4 OF SAID SECTION 26, WHICH BEARS N14°34'10"E 2006.02' FROM THE SOUTH 1/4 CORNER OF SAID SECTION 26. THE SIDE LINES OF SAID DESCRIBED RIGHT-OF-WAY BEING SHORTENED OR ELONGATED TO MEET THE GRANTOR'S PROPERTY LINES. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 1.086 ACRES MORE OR LESS.

RIGHT-OF-WAY LENGTHS

PROPERTY OWNER	FEET	ACRES	RODS
STATE OF UTAH (DWL)	1577.53	1.086	95.61

LINE TABLE

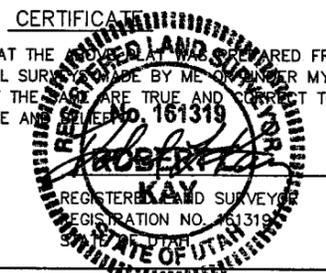
LINE	BEARING	LENGTH
L1	S86°47'20"W	483.02'
L2	S78°13'20"W	171.13'
L3	S72°40'02"W	186.23'
L4	S77°52'14"W	166.29'
L5	S86°07'27"W	191.95'
L6	N75°12'50"W	165.67'
L7	N73°57'56"W	171.52'
L8	N57°51'03"W	41.72'
L9	S05°00'06"W	134.32'
L10	N84°59'54"W	380.00'
L11	N05°00'06"E	260.00'
L12	S84°59'54"E	380.00'
L13	S05°00'06"W	125.68'

DAMAGE AREA DESCRIPTION

BEGINNING AT A POINT IN THE NW 1/4 SE 1/4 OF SECTION 26, T4S, R6W, U.S.B.&M., WHICH BEARS N14°34'10"E 2006.02' FROM THE SOUTH 1/4 CORNER OF SAID SECTION 26, THENCE S05°00'06"W 134.32'; THENCE N84°59'54"W 380.00'; THENCE N05°00'06"E 260.00'; THENCE S84°59'54"E 380.00'; THENCE S05°00'06"W 125.68' TO THE POINT OF BEGINNING. BASIS OF BEARINGS IS A G.P.S. OBSERVATION. CONTAINS 2.268 ACRES MORE OR LESS.

CERTIFICATE

THIS IS TO CERTIFY THAT THE ABOVE PLAT WAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEY MADE BY ME UNDER MY SUPERVISION AND THAT THE SAME ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF.



REVISED: 07-06-07

UINTAH ENGINEERING & LAND SURVEYING
85 SOUTH - 200 EAST • (435) 789-1017
VERNAL, UTAH - 84078

SCALE 1" = 300'	DATE 12-08-06
PARTY S.H. B.C. P.M.	REFERENCES G.L.O. PLAT
WEATHER COLD	FILE 4 8 0 8 7

BASIS OF BEARINGS

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.

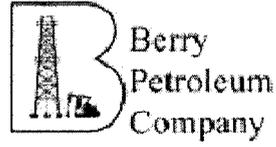
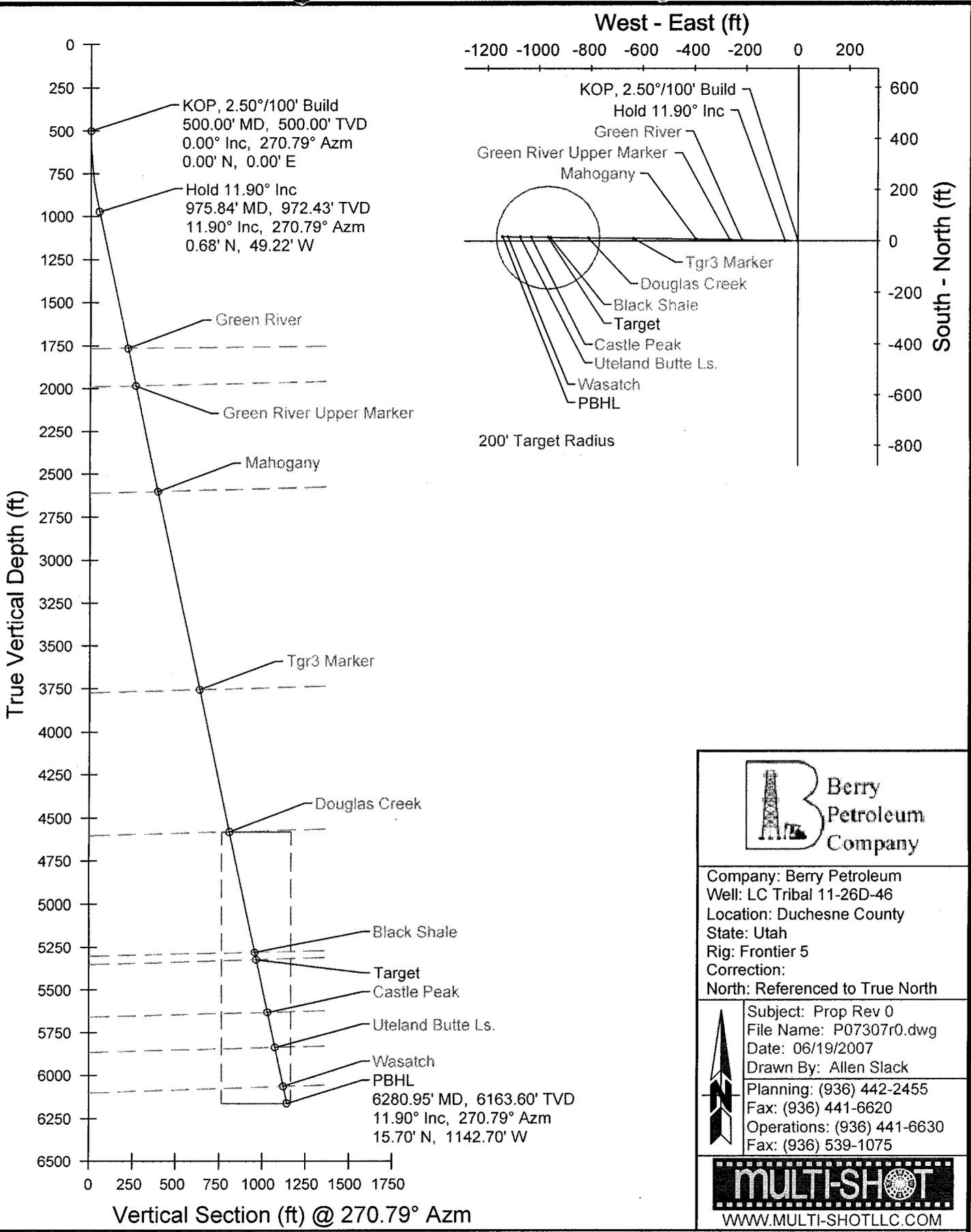
▲ = SECTION CORNERS LOCATED.

Set Marked Stone, Steel Post

Set Stone, Steel Post, Bearing Trees

N87°44'41"W - 2610.69' (Meas.)

N00°08'15"E - 2639.49' (Meas.)



Company: Berry Petroleum
 Well: LC Tribal 11-26D-46
 Location: Duchesne County
 State: Utah
 Rig: Frontier 5
 Correction:
 North: Referenced to True North

Subject: Prop Rev 0
 File Name: P07307r0.dwg
 Date: 06/19/2007
 Drawn By: Allen Slack
 Planning: (936) 442-2455
 Fax: (936) 441-6620
 Operations: (936) 441-6630
 Fax: (936) 539-1075



The customer should only rely on this document after independently verifying all paths, targets, coordinates, lease and hard lines represented. Any decisions made or wells drilled utilizing this or any other information supplied by Multi-Shot, LLC are at the sole risk and responsibility of the customer. Multi-Shot, LLC is not responsible for the accuracy of this schematic or the information contained herein.



Job Number: P07-307
 Company: Berry Petroleum
 Lease/Well: LC Tribal 11-26D-46
 Location: Duchesne County
 Rig Name: Frontier 5
 RKB: 14'
 G.L. or M.S.L.: 7092'

State/Country: Utah
 Declination:
 Grid: Referenced to True North
 File name: F:\WELLPL-112007\IP07300\SIP07307\07307.SVY
 Date/Time: 18-Jun-07 / 17:07
 Curve Name: Prop Rev 0

WINSERVE SURVEY CALCULATIONS
 Minimum Curvature Method
 Vertical Section Plane 270.79
 Vertical Section Referenced to Wellhead
 Rectangular Coordinates Referenced to Wellhead

Measured Depth FT	Incl Angle Deg	Drift Direction Deg	True Vertical Depth	N-S FT	E-W FT	Vertical Section FT	CLOSURE Distance FT	Direction Deg	Dogleg Severity Deg/100
KOP, 2.50°/100' Build									
500.00	.00	270.79	500.00	.00	.00	.00	.00	.00	.00
600.00	2.50	270.79	599.97	.03	-2.18	2.18	2.18	270.79	2.50
700.00	5.00	270.79	699.75	.12	-8.72	8.72	8.72	270.79	2.50
800.00	7.50	270.79	799.14	.27	-19.61	19.61	19.61	270.79	2.50
900.00	10.00	270.79	897.97	.48	-34.81	34.82	34.82	270.79	2.50
Hold 11.90° Inc									
975.84	11.90	270.79	972.43	.68	-49.22	49.22	49.22	270.79	2.50
Green River									
1786.61	11.90	270.79	1765.79	2.97	-216.33	216.35	216.35	270.79	.00
Green River Upper Marker									
2010.74	11.90	270.79	1985.10	3.61	-262.53	262.55	262.55	270.79	.00
Mahogany									
2641.90	11.90	270.79	2602.71	5.39	-392.62	392.66	392.66	270.79	.00
Tgr3 Marker									
3821.49	11.90	270.79	3756.96	8.73	-635.76	635.82	635.82	270.79	.00
Douglas Creek									
4664.09	11.90	270.79	4581.47	11.12	-809.43	809.51	809.51	270.79	.00
Black Shale									
5379.22	11.90	270.79	5281.24	13.15	-956.83	956.92	956.92	270.79	.00

Measured Depth FT	Incl Angle Deg	Drift Direction Deg	True Vertical Depth	N-S FT	E-W FT	Vertical Section FT	CLOSURE Distance FT Direction Deg		Dogleg Severity Deg/100
Target									
5422.92	11.90	270.79	5324.00	13.27	-965.84	965.93	965.93	270.79	.00
Castle Peak									
5738.12	11.90	270.79	5632.43	14.16	-1030.81	1030.91	1030.91	270.79	.00
Uteland Butte Ls.									
5948.41	11.90	270.79	5838.20	14.76	-1074.15	1074.25	1074.25	270.79	.00
Wasatch									
6179.75	11.90	270.79	6064.57	15.41	-1121.84	1121.94	1121.94	270.79	.00
PBHL									
6280.95	11.90	270.79	6163.60	15.70	-1142.70	1142.80	1142.80	270.79	.00

**WORKSHEET
APPLICATION FOR PERMIT TO DRILL**

APD RECEIVED: 07/26/2007

API NO. ASSIGNED: 43-013-33741

WELL NAME: LC TRIBAL 11-26D-46
 OPERATOR: BERRY PETROLEUM COMPANY (N2480)
 CONTACT: SHELLEY CROZIER

PHONE NUMBER: 435-722-1325

PROPOSED LOCATION:

MESW

NWSE 26 040S 060W
 SURFACE: 1970 FSL 2308 FEL
 BOTTOM: 1986 FSL 1799 FWL
 COUNTY: DUCHESNE
 LATITUDE: 40.10222 LONGITUDE: -110.5286
 UTM SURF EASTINGS: 540183 NORTHINGS: 4438999
 FIELD NAME: ALTAMONT (55)

INSPECT LOCATN BY: / /		
Tech Review	Initials	Date
Engineering		
Geology		
Surface		

LEASE TYPE: 2 - Indian
 LEASE NUMBER: 14-20-H62-5500
 SURFACE OWNER: 4 - Fee

PROPOSED FORMATION: GRRV
 COALBED METHANE WELL? NO

RECEIVED AND/OR REVIEWED:

- Plat
- Bond: Fed[] Ind[2] Sta[] Fee[]
(No. RLB0005651)
- Potash (Y/N)
- Oil Shale 190-5 (B) or 190-3 or 190-13
- Water Permit
(No. 43-11041)
- RDCC Review (Y/N)
(Date: _____)
- Fee Surf Agreement (Y/N)
- Intent to Commingle (Y/N)

LOCATION AND SITING:

- R649-2-3.
- Unit: _____
- R649-3-2. General
Siting: 460 From Qtr/Qtr & 920' Between Wells
- R649-3-3. Exception
- Drilling Unit
Board Cause No: _____
Eff Date: _____
Siting: _____
- R649-3-11. Directional Drill

COMMENTS:

PRESITE (06-12-07)

STIPULATIONS:

- 1- Federal Approval
- 2- Spacing Strip
- 3- STATEMENT OF BASIS

T4S R6W

ALTAMONT FIELD

26



OPERATOR: BERRY PETRO CO (N2480)

SEC: 26 T.4S R. 6W

FIELD: ALTAMONT (55)

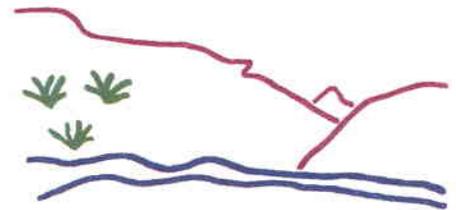
COUNTY: DUCHESNE

SPACING: R649-3-11 / DIRECTIONAL DRILLING

- Field Status**
- ABANDONED
 - ACTIVE
 - COMBINED
 - INACTIVE
 - PROPOSED
 - STORAGE
 - TERMINATED

- Unit Status**
- EXPLORATORY
 - GAS STORAGE
 - NF PP OIL
 - NF SECONDARY
 - PENDING
 - PI OIL
 - PP GAS
 - PP GEOTHERML
 - PP OIL
 - SECONDARY
 - TERMINATED

- Wells Status**
- GAS INJECTION
 - GAS STORAGE
 - LOCATION ABANDONED
 - NEW LOCATION
 - PLUGGED & ABANDONED
 - PRODUCING GAS
 - PRODUCING OIL
 - SHUT-IN GAS
 - SHUT-IN OIL
 - TEMP. ABANDONED
 - TEST WELL
 - WATER INJECTION
 - WATER SUPPLY
 - WATER DISPOSAL
 - DRILLING



Utah Oil Gas and Mining



PREPARED BY: DIANA MASON
DATE: 31-JULY-2007

Application for Permit to Drill

Statement of Basis

8/6/2007

Utah Division of Oil, Gas and Mining

Page 1

APD No	API WellNo	Status	Well Type	Surf Ownr	CBM
476	43-013-33741-00-00		OW	P	No
Operator	BERRY PETROLEUM COMPANY	Surface Owner-APD			
Well Name	LC TRIBAL 11-26D-46	Unit			
Field	ALTAMONT	Type of Work			
Location	NWSE 26 4S 6W U 1970 FSL 2308 FEL GPS Coord (UTM) 540183E 4438999N				

Geologic Statement of Basis

The mineral rights for the proposed well are owned by the Ute Tribe. The BLM will be the agency responsible for evaluating and approving the drilling, casing and cement programs.

Brad Hill

8/6/2007

APD Evaluator

Date / Time

Surface Statement of Basis

The location is proposed in middle Skitzzy area between the Right Fork of Indian Canyon and Lake Canyon. The area is approximately 17 road miles southwest of Duchesne, Utah. Access from the Indian Canyon State Highway 91 is following the Skitzzy road to a recently improved oil field development road that leads across the Skitzzy benches a distance of approximately 8.1 miles. From this point a new road will be constructed for 0.3 miles. The non-highway access is across Ute Tribal, Utah Division of Wildlife Resources and private lands.

General topography in the area is broken pinion-juniper ridges with frequent draws and interspersed bench lands. Much of the bench lands have been chained to reduce the pinion/juniper trees and reseeded to provide forage for wintering deer and elk. Slopes are not excessively steep on top of the benches or ridges, but side slopes are frequently overly steep. All drainages are ephemeral and no seeps, springs or surface water are known to exist in the area.

The proposed LC Tribal 11-26D-46 is planned on a twin pad with the proposed LC Tribal 10-26-46 oil well. The pad is planned on the east slope of a gentle ridge that breaks off steeply into draws to the north and east. The location is partially within a bowl on the side-hill. Approximately 1/2 of the pad is within an area that was chained about 3 years ago while the east part of the pad is in native pinion and juniper. Diversion ditches are planned on both the west and north sides to intercept possible overland flows following summer storms. Berry plans to drill the well using a closed loop mud circulation system. However if plans change a reserve pit will be constructed and is planned in an acceptable location.

The selected location appears to be the best site for drilling and operating a well in the immediate area.

The Utah Division of Wildlife Resources owns the surface and the minerals are Tribal, administered by the BLM for the Ute Indian Tribe. Daniel Emmett represented the UDWR at the pre-site. Michael Cutler represented the BLM. He had no comments regarding the proposed actions.

To reduce the impact on wintering deer and elk in Lake Canyon the UDWR will require as part of their surface use agreement that no road or pad construction, drilling or use of work-over rigs occur during the critical wintering period of December 1 thru April 15. In addition he requested that if a pump jack is installed on the location that a reduced sound emission muffler be installed on the motor.

Mr. Emmitt gave Mr. Crozier of Berry Petroleum a copy of his wildlife evaluation and a seed mixture to be used to re-vegetate un-used portions of the disturbed area.

Application for Permit to Drill

Statement of Basis

Utah Division of Oil, Gas and Mining

8/6/2007

Page 2

In addition he said that UDWR is currently working with Berry Petroleum and Barrett Resources for actions that would reduce the impact on these wintering herds. Both companies propose several wells on nearby UDWR properties.

Floyd Bartlett
Onsite Evaluator

6/12/2007
Date / Time

Conditions of Approval / Application for Permit to Drill

Category	Condition
Pits	A synthetic liner with a minimum thickness of 16 mils with a felt subliner shall be properly installed and maintained in the reserve pit unless a closed loop mud circulation system is used.
Surface	Drainages adjacent to the proposed pad shall be diverted around the location.

ON-SITE PREDRILL EVALUATION

Utah Division of Oil, Gas and Mining

Operator BERRY PETROLEUM COMPANY
Well Name LC TRIBAL 11-26D-46
API Number 43-013-33741-0 **APD No** 476 **Field/Unit** ALTAMONT
Location: 1/4,1/4 NWSE **Sec** 26 **Tw** 4S **Rng** 6W 1970 FSL 2308 FEL
GPS Coord (UTM) 540183 4439029 **Surface Owner**

Participants

Floyd Bartlett (DOGM), Jeff Crozier (Berry Petroleum), Daniel Emmett, (UDWR), Michael Cutler (BLM).

Regional/Local Setting & Topography

The location is proposed in middle Skitzzy area between the Right Fork of Indian Canyon and Lake Canyon. The area is approximately 17 road miles southwest of Duchesne, Utah. Access from the Indian Canyon State Highway 91 is following the Skitzzy road to a recently improved oil field development road that leads across the Skitzzy benches a distance of approximately 8.1 miles. From this point a new road will be constructed for 0.3 miles. The non-highway access is across Ute Tribal, Utah Division of Wildlife Resources and private lands.

General topography in the area is broken pinion-juniper ridges with frequent draws and interspersed bench lands. Much of the bench lands have been chained to reduce the pinion/juniper trees and reseeded to provide forage for wintering deer and elk. Slopes are not excessively steep on top of the benches or ridges, but side slopes are frequently overly steep. All drainages are ephemeral and no seeps, springs or surface water are known to exist in the area.

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The selected location appears to be the best site for drilling and operating a well in the immediate area.

Surface Use Plan

Current Surface Use

Recreational
Wildlife Habitat
Deer Winter Range

New Road

Miles	Well Pad	Src Const Material	Surface Formation
0.3	Width 220 Length 300	Onsite	UNTA

Ancillary Facilities N

Waste Management Plan Adequate? Y

Environmental Parameters

Affected Floodplains and/or Wetland N

Flora / Fauna

The portion of the location that was chained has a good establishing vegetative cover containing numerous plant species. Common plants are orchard grass, wheat grasses, small burnet, re-sprouting mahogany, Indian ricegrass,

gilia, flax and numerous spring annuals. The other half is moderately dense piñon juniper with little under-story.

Elk, deer, coyotes, rabbits and small mammals, birds and raptors.

Soil Type and Characteristics

Shallow shaley sandy loam

Erosion Issues N

Sedimentation Issues N

Site Stability Issues N

Drainage Diversion Required Y

Diversion ditches are planned on both the west and north sides to intercept possible overland flows following summer storms.

Berm Required? N

Erosion Sedimentation Control Required? N

Paleo Survey Run? N **Paleo Potential Observed?** N **Cultural Survey Run?** N **Cultural Resources?**

Reserve Pit

Site-Specific Factors		Site Ranking	
Distance to Groundwater (feet)	>200	0	
Distance to Surface Water (feet)	>1000	0	
Dist. Nearest Municipal Well (ft)	>5280	0	
Distance to Other Wells (feet)	<300	20	
Native Soil Type	Mod permeability	10	
Fluid Type	Fresh Water	5	
Drill Cuttings	Normal Rock	0	
Annual Precipitation (inches)	10 to 20	5	
Affected Populations	<10	0	
Presence Nearby Utility Conduits	Not Present	0	
	Final Score	40	1 Sensitivity Level

Characteristics / Requirements

Berry plans to drill the well using a closed loop mud circulation system. However if plans change a reserve pit will be constructed within an area of cut on the southwest corner of the location. Pit size would be 70'x 180' x 10' deep with a 10' wide bench. The pit would be lined with a minimum of a 12mil liner.

Closed Loop Mud Required? N **Liner Required?** Y **Liner Thickness** 12 **Pit Underlayment Required?** Y

Other Observations / Comments

Floyd Bartlett
Evaluator

6/12/2007
Date / Time

From: Bill James
To: Brad Hill; Diana Mason
Date: 1/14/2008 2:20 PM
Subject: LC Tribal 10-26-46 has been approved by DWR; 11-26-46 will be on the same well site and is OKAY
Attachments: billjames_businesscard.gif

CC: Jeffrey C. Crozier
Brad & Diana:

As you may realize, Berry Petroleum has received our authorization for surface use related to LC Tribal 10-26-46. Their proposed well 11-26-46, for which they have made application, would be located on the same well pad. Although the second well was not described in the surface-use agreement, authorizing it is acceptable to us. It involves no added surface acreage, DWR would not have exacted additional fees for the second well under the set of circumstances, and we will not need to seek a U.S. Fish and Wildlife Service grant amendment to authorize the newer well. We will urge you to proceed with your review of 11-26-46 as though it had been described in the DWR surface use plan.

If you have any questions please advise and I'll try to get answers. Thank you,

Bill James
Energy Development / NEPA Coordinator
Utah Division of Wildlife Resources
Salt Lake City, Utah
(801) 538-4752 office
(801) 230-1778 mobile



JON M. HUNTSMAN, JR.
Governor

GARY R. HERBERT
Lieutenant Governor

State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil Gas and Mining

JOHN R. BAZA
Division Director

January 14, 2008

Berry Petroleum Company
Rt. 2, Box 7735
Roosevelt, UT 84066

Re: LC Tribal 11-26D-46 Well, Surface Location 1970' FSL, 2308' FEL, NW SE, Sec. 26, T. 4 South, R. 6 West, Bottom Location 1986' FSL, 1799' FWL, NE SW, Sec. 26, T. 4 South, R. 6 West, Duchesne County, Utah

Gentlemen:

Pursuant to the provisions and requirements of Utah Code Ann. § 40-6-1 *et seq.*, Utah Administrative Code R649-3-1 *et seq.*, and the attached Conditions of Approval, approval to drill the referenced well is granted.

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date. The API identification number assigned to this well is 43-013-33741.

Sincerely,

Gil Hunt
Associate Director

pab
Enclosures

cc: Duchesne County Assessor
Bureau of Land Management, Vernal Office



Operator: Berry Petroleum Company

Well Name & Number LC Tribal 11-26D-46

API Number: 43-013-33741

Lease: 14-20-H62-5500

Surface Location: NW SE Sec. 26 T. 4 South R. 6 West

Bottom Location: NE SW Sec. 26 T. 4 South R. 6 West

Conditions of Approval

1. General

Compliance with the requirements of Utah Admin. R. 649-1 *et seq.*, the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for permit to drill.

2. Notification Requirements

Notify the Division within 24 hours of spudding the well.

- Contact Carol Daniels at (801) 538-5284

Notify the Division prior to commencing operations to plug and abandon the well.

- Contact Dustin Doucet at (801) 538-5281 (801) 733-0983 home

3. Reporting Requirements

All required reports, forms and submittals will be promptly filed with the Division, including but not limited to the Entity Action Form (Form 6), Report of Water Encountered During Drilling (Form 7), Weekly Progress Reports for drilling and completion operations, and Sundry Notices and Reports on Wells requesting approval of change of plans or other operational actions.

4. State approval of this well does not supersede the required federal approval, which must be obtained prior to drilling.
5. In accordance with Utah Admin. R.649-3-11, Directional Drilling, the operator shall submit a complete angular deviation and directional survey report to the Division within 30 days following completion of the well.
6. Compliance with the Conditions of Approval/Application for Permit to Drill outlined in the Statement of Basis. (Copy Attached)

7. This proposed well is located in an area for which drilling units (well spacing patterns) have not been established through an order of the Board of Oil, Gas and Mining (the "Board"). In order to avoid the possibility of waste or injury to correlative rights, the operator is requested, once the well has been drilled, completed, and has produced, to analyze geological and engineering data generated therefrom, as well as any similar data from surrounding areas if available. As soon as is practicable after completion of its analysis, and if the analysis suggests an area larger than the quarter-quarter section upon which the well is located is being drained, the operator is requested to seek an appropriate order from the Board establishing drilling and spacing units in conformance with such analysis by filing a Request for Agency Action with the Board.

New from page
RECEIVED
VERNAL FIELD OFFICE

JUL 25 2007

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT
2007 SEP -5 PM 4:09
DEPT. OF THE INTERIOR
BUREAU OF LAND MGMT.

FORM APPROVED
OMB No. 1004-0137
Expires March 31, 2007

APPLICATION FOR PERMIT TO DRILL OR REENTER

1a. TYPE OF WORK <input checked="" type="checkbox"/> DRILL <input type="checkbox"/> REENTER		5. Lease Serial No. 20G-000-5500	
1b. Type of Well: <input checked="" type="checkbox"/> Oil well <input type="checkbox"/> Gas well <input type="checkbox"/> Other <input checked="" type="checkbox"/> Single zone <input type="checkbox"/> Multiple zone		6. If Indian, Allottee or Tribe Name	
2. Name of Operator BERRY PETROLEUM COMPANY		7. Unit or CA Agreement, Name and No. N/A	
3a. Address 4000 SOUTH 4028 WEST RT. 2 BOX 7735, ROOSEVELT, UT. 84066		8. Lease Name and Well No. LC TRIBAL 11-26D-46	
3b. Phone No. (include area code) (435) 722-1325		9. API Well No. 43 013 33741	
4. Location of Well (Report location clearly and in accordance with any State requirements.) At surface (NW/SE) 1970' FSL, 2308' FEL NAD 27 40.102392 LAT At proposed prod. zone BHL: 1986' FSL 1799' FWL 110.530000 LONG		10. Field and Pool, or Exploratory LAKE CANYON	
11. Sec., T. R. M. or BLK. and Survey or Area SEC. 26, T.4S., R.6W. U.S.B.&M.		12. County or Parrish DUCHESNE	
14. Distance in miles and direction from nearest town or post office* 16.8 MILES FROM DUCHESNE, UTAH		13. State UTAH	
15. Distance from proposed* location to nearest property of lease line, ft. (Also to nearest drng. Unit line, if any) 1970'	16. No. of acres in lease 80.00	17. Spacing Unit dedicated to this well 40	
18. Distance from proposed* to nearest well, drilling, completed, applied for, on this lease, ft. 25'	19. Proposed Depth 6204'	20. BLM/BIA Bond No. on file UTB000035 / RLB0005750	
21. Elevations (Show whether DF, KDB, RT, GR, etc.) 7090' GR	22. Approximate date work will start* REFER TO BPC SOP PLAN	23. Estimated duration REFER TO BPC SOP PLAN	

24. Attachments

The following, completed in accordance with the requirements of Onshore Oil and Gas Order No. 1, shall be attached to this form:

- Well plat certified by a registered surveyor.
- A Drilling Plan.
- A Surface Use Plan (if the location is on National Forest System Lands, the SUPO shall be filed with the appropriate Forest Service Office).
- Bond to cover the operations unless covered by an existing bond on file (see item 20 above).
- Operator certification.
- Such other site specific information and/or plans as may be required by the authorized officer.

25. Signature <i>Shelley E. Crozier</i>	Name (Printed/Typed) SHELLEY E. CROZIER	Date 07/24/07
--	--	------------------

Title REGULATORY & PERMITTING SPECIALIST		
---	--	--

Approved by (Signature) <i>Jerry Kenczka</i>	Name (Printed/Typed) JERRY KENCZKA	Date 3-6-2008
Title Assistant Field Manager Lands & Mineral Resources		

Application approval does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.

CONDITIONS OF APPROVAL ATTACHED

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

*(Instructions on page 2)

NOTICE OF APPROVAL



RECEIVED
MAR 10 2008
DIV. OF OIL, GAS & MINING



**UNITED STATES DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT
VERNAL FIELD OFFICE**

170 South 500 East VERNAL, UT 84078 (435) 781-4400



CONDITIONS OF APPROVAL FOR APPLICATION FOR PERMIT TO DRILL

Company: Berry Petroleum Company **Location:** NWSE, Sec 26, T4S, R6W (Surface)
NESW, Sec 26, T4S, R6W (Bottom)
Well No: LC Tribal 11-26D-46 **Lease No:** 2OG0005500
API No: 43-013-33741 **Agreement:** N/A

Title	Name	Office Phone Number	Cell Phone Number
Petroleum Engineer:	Matt Baker	(435) 781-4490	(435) 828-4470
Petroleum Engineer:	Michael Lee	(435) 781-4432	(435) 828-7875
Petroleum Engineer:	James Ashley	(435) 781-4470	(435) 828-7874
Petroleum Engineer:	Ryan Angus	(435) 781-4430	(435) 828-7368
Supervisory Petroleum Technician:	Jamie Sparger	(435) 781-4502	(435) 828-3913
Supervisory NRS:	Karl Wright	(435) 781-4484	(435) 828-7381
NRS/Enviro Scientist:		(435) 781-4475	(435) 828-4029
NRS/Enviro Scientist:	Holly Villa	(435) 781-4404	
NRS/Enviro Scientist:	Chuck MacDonald	(435) 781-4441	(435) 828-7481
NRS/Enviro Scientist:	Jannice Cutler	(435) 781-3400	(435) 828-3544
NRS/Enviro Scientist:	Michael Cutler	(435) 781-3401	(435) 828-3546
NRS/Enviro Scientist:	Anna Figueroa	(435) 781-3407	(435) 828-35484
NRS/Enviro Scientist:	Verlyn Pindell	(435) 781-3402	(435) 828-3547
NRS/Enviro Scientist:	Darren Williams	(435) 781-4447	
NRS/Enviro Scientist:	Nathan Packer	(435) 781-3405	(435) 828-3545

Fax: (435) 781-3420

**A COPY OF THESE CONDITIONS SHALL BE FURNISHED TO YOUR
FIELD REPRESENTATIVE TO INSURE COMPLIANCE**

All lease and/or unit operations are to be conducted in such a manner that full compliance is made with the applicable laws, regulations (43 CFR Part 3160), and this approved Application for Permit to Drill including Surface and Downhole Conditions of Approval. The operator is considered fully responsible for the actions of his subcontractors. A copy of the approved APD must be on location during construction, drilling, and completion operations. **This permit is approved for a two (2) year period, or until lease expiration, whichever occurs first. An additional extension, up to two (2) years, may be applied for by sundry notice prior to expiration.**

NOTIFICATION REQUIREMENTS

Construction Activity	-	The Ute Tribe Energy & Minerals Dept. shall be notified in writing 48 hours in advance of any construction activity. The Ute Tribal office is open Monday through Thursday.
Construction Completion	-	Upon completion of the pertinent APD/ROW construction, notify the Ute Tribe Energy & Minerals Dept. for a Tribal Technician to verify the Affidavit of Completion.
Spud Notice (Notify Petroleum Engineer)	-	Twenty-Four (24) hours prior to spudding the well.
Casing String & Cementing (Notify Supv. Petroleum Tech.)	-	Twenty-Four (24) hours prior to running casing and cementing all casing strings.
BOP & Related Equipment Tests (Notify Supv. Petroleum Tech.)	-	Twenty-Four (24) hours prior to initiating pressure tests.
First Production Notice (Notify Petroleum Engineer)	-	Within Five (5) business days after new well begins or production resumes after well has been off production for more than ninety (90) days.

***SURFACE USE PROGRAM
CONDITIONS OF APPROVAL (COAs)***

SURFACE COAs:

**From: State of Utah
Department of Natural Resources
Division of Oil, Gas & Mining**

Company/Operator: Berry Petroleum Company

Well Information:

<i>Well Name & No</i>	<i>Location</i>	<i>Lease</i>
L C Tribal 11-26D-46	NWSE sec. 26 T4S R6W	14-20-H62-5500 (EDA)

Surface Ownership: Utah State (UDWR)
Date State Concurrence Letter Received: 1/23/08
Date APD Received: 7/25/07

CATEGORY	CONDITION
Pits	A synthetic liner with a minimum thickness of 16 mils with a felt subliner shall be properly installed and maintained in the reserve pit, unless a closed loop mud circulation system is used.
Surface	Drainages adjacent to the proposed pad shall be diverted around the location.

- For any other additional stipulations, see the State of Utah, Department of Natural Resources, Division of Oil, Gas and Mining approval letter, dated January 14, 2008.

DOWNHOLE CONDITIONS OF APPROVAL

SITE SPECIFIC DOWNHOLE COAs:

- None

All provisions outlined in Onshore Oil & Gas Order #2 Drilling Operations shall be strictly adhered to.
The following items are emphasized:

DRILLING/COMPLETION/PRODUCING OPERATING STANDARDS

- The spud date and time shall be reported orally to Vernal Field Office within 24 hours of spudding.
- Notify Vernal Field Office Supervisory Petroleum Engineering Technician at least 24 hours in advance of casing cementing operations and BOPE & casing pressure tests.
- Blowout prevention equipment (BOPE) shall remain in use until the well is completed or abandoned. Closing unit controls shall remain unobstructed and readily accessible at all times. Choke manifolds shall be located outside of the rig substructure.
- All BOPE components shall be inspected daily and those inspections shall be recorded in the daily drilling report. Components shall be operated and tested as required by Onshore Oil & Gas Order No. 2 to insure good mechanical working order. All BOPE pressure tests shall be performed by a test pump with a chart recorder and **NOT** by the rig pumps. Test shall be reported in the driller's log.
- BOP drills shall be initially conducted by each drilling crew within 24 hours of drilling out from under the surface casing and weekly thereafter as specified in Onshore Oil & Gas Order No. 2.
- Casing pressure tests are required before drilling out from under all casing strings set and cemented in place.
- No aggressive/fresh hard-banded drill pipe shall be used within casing.
- **Cement baskets shall not be run on surface casing.**
- The operator must report all shows of water or water-bearing sands to the BLM. If flowing water is encountered it must be sampled, analyzed, and a copy of the analyses submitted to the BLM Vernal Field Office.
- The operator must report encounters of all non oil & gas mineral resources (such as Gilsonite, tar sands, oil shale, trona, etc.) to the Vernal Field Office, in writing, within 5 working days of each encounter. Each report shall include the well name/number, well location, date and depth (from KB or GL) of encounter, vertical footage of the encounter and, the name of the person making the report (along with a telephone number) should the BLM need to obtain additional information.

- A complete set of angular deviation and directional surveys of a directional well will be submitted to the Vernal BLM office engineer within 30 days of the completion of the well.
- While actively drilling, chronologic drilling progress reports shall be filed directly with the BLM, Vernal Field Office on a weekly basis in sundry, letter format or e-mail to the Petroleum Engineers until the well is completed.
- A cement bond log (CBL) will be run from the production casing shoe to the top of cement and shall be utilized to determine the bond quality for the production casing. Submit a field copy of the CBL to this office.
- **Please submit an electronic copy of all other logs run on this well in LAS format to UT_VN_Welllogs@BLM.gov. This submission will supersede the requirement for submittal of paper logs to the BLM.**
- There shall be no deviation from the proposed drilling, completion, and/or workover program as approved. Safe drilling and operating practices must be observed. Any changes in operation must have prior approval from the BLM Vernal Field Office.

OPERATING REQUIREMENT REMINDERS:

- All wells, whether drilling, producing, suspended, or abandoned, shall be identified in accordance with 43 CFR 3162.6. There shall be a sign or marker with the name of the operator, lease serial number, well number, and surveyed description of the well.
- In accordance with 43 CFR 3162.4-3, this well shall be reported on the "Monthly Report of Operations" (Oil and Gas Operations Report ((OGOR)) starting with the month in which operations commence and continue each month until the well is physically plugged and abandoned. This report shall be filed in duplicate, directly with the Minerals Management Service, P.O. Box 17110, Denver, Colorado 80217-0110, or call 1-800-525-7922 (303) 231-3650 for reporting information.
- Should the well be successfully completed for production, the BLM Vernal Field office must be notified when it is placed in a producing status. Such notification will be by written communication and must be received in this office by not later than the fifth business day following the date on which the well is placed on production. The notification shall provide, as a minimum, the following informational items:
 - Operator name, address, and telephone number.
 - Well name and number.
 - Well location ($\frac{1}{4}$ / $\frac{1}{4}$, Sec., Twn, Rng, and P.M.).
 - Date well was placed in a producing status (date of first production for which royalty will be paid).
 - The nature of the well's production, (i.e., crude oil, or crude oil and casing head gas, or natural gas and entrained liquid hydrocarbons).
 - The Federal or Indian lease prefix and number on which the well is located; otherwise the non-Federal or non-Indian land category, i.e., State or private.
 - Unit agreement and/or participating area name and number, if applicable.
 - Communitization agreement number, if applicable.
- Any venting or flaring of gas shall be done in accordance with Notice to Lessees (NTL) 4A and needs prior approval from the BLM Vernal Field Office.
- All undesirable events (fires, accidents, blowouts, spills, discharges) as specified in NTL 3A will be reported to the BLM, Vernal Field Office. Major events, as defined in NTL3A, shall be reported verbally within 24 hours, followed by a written report within 15 days. "Other than Major Events" will be reported in writing within 15 days. "Minor Events" will be reported on the Monthly Report of Operations and Production.
- Whether the well is completed as a dry hole or as a producer, "Well Completion and Recompletion Report and Log" (BLM Form 3160-4) shall be submitted not later than 30 days after completion of the

well or after completion of operations being performed, in accordance with 43 CFR 3162.4-1. Two copies of all logs run, core descriptions, and all other surveys or data obtained and compiled during the drilling, workover, and/or completion operations, shall be filed on BLM Form 3160-4. Submit with the well completion report a geologic report including, at a minimum, formation tops, and a summary and conclusions. Also include deviation surveys, sample descriptions, strip logs, core data, drill stem test data, and results of production tests if performed. Samples (cuttings, fluid, and/or gas) shall be submitted only when requested by the BLM, Vernal Field Office.

- All off-lease storage, off-lease measurement, or commingling on-lease or off-lease, shall have prior written approval from the BLM Vernal Field Office.
- Oil and gas meters shall be calibrated in place prior to any deliveries. The BLM Vernal Field Office Petroleum Engineers will be provided with a date and time for the initial meter calibration and all future meter proving schedules. A copy of the meter calibration reports shall be submitted to the BLM Vernal Field Office. All measurement facilities will conform to the API standards for liquid hydrocarbons and the AGA standards for natural gas measurement. All measurement points shall be identified as the point of sale or allocation for royalty purposes.
- A schematic facilities diagram as required by Onshore Oil & Gas Order No. 3 shall be submitted to the BLM Vernal Field Office within 30 days of installation or first production, whichever occurs first. All site security regulations as specified in Onshore Oil & Gas Order No. 3 shall be adhered to. All product lines entering and leaving hydrocarbon storage tanks will be effectively sealed in accordance with Onshore Oil & Gas Order No. 3.
- Any additional construction, reconstruction, or alterations of facilities, including roads, gathering lines, batteries, etc., which will result in the disturbance of new ground, shall require the filing of a suitable plan and need prior approval of the BLM Vernal Field Office. Emergency approval may be obtained orally, but such approval does not waive the written report requirement.
- No location shall be constructed or moved, no well shall be plugged, and no drilling or workover equipment shall be removed from a well to be placed in a suspended status without prior approval of the BLM Vernal Field Office. If operations are to be suspended for more than 30 days, prior approval of the BLM Vernal Field Office shall be obtained and notification given before resumption of operations.
- Pursuant to Onshore Oil & Gas Order No. 7, this is authorization for pit disposal of water produced from this well for a period of 90 days from the date of initial production. A permanent disposal method must be approved by this office and in operation prior to the end of this 90-day period. In order to meet this deadline, an application for the proposed permanent disposal method shall be submitted along with any necessary water analyses, as soon as possible, but no later than 45 days after the date of first production. Any method of disposal which has not been approved prior to the end of the authorized 90-day period will be considered as an Incident of Noncompliance and will be grounds for issuing a shut-in order until an acceptable manner for disposing of said water is provided and approved by this office.

- Unless the plugging is to take place immediately upon receipt of oral approval the Field Office Petroleum Engineers must be notified at least 24 hours in advance of the plugging of the well in order that a representative may witness plugging operations. If a well is suspended or abandoned, all pits must be fenced immediately until they are backfilled. The "Subsequent Report of Abandonment" (Form BLM 3160-5) must be submitted within 30 days after the actual plugging of the well bore, showing location of plugs, amount of cement in each, amount of casing in hole and the current status of the surface restoration.

STATE OF UTAH
DIVISION OF OIL, GAS, AND MINING

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, deepen existing wells, or to re-enter plugged and abandoned wells.
Use APPLICATION FOR PERMIT TO DRILL OR DEEPEN form for such proposals.

5. Lease Designation and Serial Number:
20G-000-5500

6. If Indian, Allottee or Tribe Name:

7. Unit Agreement Name:
N/A

8. Well Name and Number:
LC TRIBAL 11-26D-46

9. API Well Number:
43-013-33741

10. Field and Pool, or Wildcat:
LAKE CANYON

1. Type of Well: OIL GAS OTHER:

2. Name of Operator:
BERRY PETROLEUM COMPANY

3. Address and Telephone Number:
4000 SOUTH 4028 WEST, RT. 2 BOX 7735 ROOSEVELT, UTAH 84066 (435) 722-1325

4. Location of Well:
Footages: **1970' FSL, 2308' FEL BHL: 1986' FSL, 1799' FWL**
QQ, Sec., T., R., M.: **NW/SE SEC. 26, T4S, R6W USB&M**

County: **DUCHESNE,**
State: **UTAH**

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

NOTICE OF INTENT
(Submit in Duplicate)

- Abandon
- Repair Casing
- Change of Plans
- Convert to Injection
- Fracture Treat or Acidize
- Multiple Completion
- Other ONE YEAR EXTENSION
- New Construction
- Pull or Alter Casing
- Recomplete
- Reperforate
- Vent or Flare
- Water Shut-Off

Approximate date work will start _____

SUBSEQUENT REPORT
(Submit Original Form Only)

- Abandon
- Repair Casing
- Change of Plans
- Convert to Injection
- Fracture Treat or Acidize
- Other _____
- New Construction
- Pull or Alter Casing
- Reperforate
- Vent or Flare
- Water Shut-Off

Date of work completion _____

Report results of Multiple Completions and Recompletions to different reservoirs on WELL COMPLETION OR RECOMPLETION REPORT AND LOG form.

* Must be accompanied by a cement verification report.

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS (Clearly state all pertinent details, and give pertinent dates. If well is directionally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work.)

BERRY PETROEUM COMPANY RESPECTFULLY REQUESTS THAT THE APPROVED APPLICATION TO DRILL FOR THE ABOVE SUBJECT WELL BE EXTENDED FOR A PERIOD OF ONE (1) YEAR.

STATE BOND #RLB0005551

Approved by the
Utah Division of
Oil, Gas and Mining

COPY SENT TO OPERATOR

Date: 1.13.2009

Initials: KS

Date: 01-12-09
By: [Signature]

Name & Signature: SHELLEY E. CROZIER [Signature] TITLE: REGULATORY & PERMITTING SPECIALIST Date: 1/6/2009

(This space for Federal or State office use)

RECEIVED
JAN 08 2009

DIV. OF OIL, GAS & MINING



**Application for Permit to Drill
Request for Permit Extension
Validation**

(this form should accompany the Sundry Notice requesting permit extension)

API: 43-013-33741
Well Name: LC TRIBAL 11-26D-46
Location: (NW/SE) 1970' FSL, 2308' FEL, SEC. 26-T4S-R6W
Company Permit Issued to: BERRY PETROLEUM COMPANY
Date Original Permit Issued: 1/14/2008

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision.

Following is a checklist of some items related to the application, which should be verified.

If located on private land, has the ownership changed, if so, has the surface agreement been updated? Yes No

Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location? Yes No

Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well? Yes No

Have there been any changes to the access route including ownership, or right-of-way, which could affect the proposed location? Yes No

Has the approved source of water for drilling changed? Yes No

Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation? Yes No

Is bonding still in place, which covers this proposed well? Yes No

Shelley E. Crozier
Signature

1/6/2009
Date

Title: Regulatory & Permitting Specialist

Representing: Berry Petroleum Company

RECEIVED
JAN 08 2009
DIV. OF OIL, GAS & MINING

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

1. TYPE OF WELL OIL WELL <input checked="" type="checkbox"/> GAS WELL <input type="checkbox"/> OTHER _____		5. LEASE DESIGNATION AND SERIAL NUMBER: 20G-000-5500
2. NAME OF OPERATOR: BERRY PETROLEUM COMPANY		6. IF INDIAN, ALLOTTEE OR TRIBE NAME: UTE TRIBE (minerals)
3. ADDRESS OF OPERATOR: 4000 S. 4028 W. CITY Roosevelt STATE UT ZIP 84066		7. UNIT or CA AGREEMENT NAME: N/A
4. LOCATION OF WELL FOOTAGES AT SURFACE: 1970' FSL, 2308' FEL BHL: 1986' FSL, 1799' FWL COUNTY: DUCHESNE QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN: NWSE 26 T4S R6W STATE: UTAH		8. WELL NAME and NUMBER: LC TRIBAL 11-26D-46
		9. API NUMBER: 4301333741
		10. FIELD AND POOL, OR WILDCAT: LAKE CANYON
		PHONE NUMBER: (435) 722-1325

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION		
<input checked="" type="checkbox"/> NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: _____	<input type="checkbox"/> ACIDIZE	<input type="checkbox"/> DEEPEN	<input type="checkbox"/> REPERFORATE CURRENT FORMATION
<input type="checkbox"/> SUBSEQUENT REPORT (Submit Original Form Only) Date of work completion: _____	<input type="checkbox"/> ALTER CASING	<input type="checkbox"/> FRACTURE TREAT	<input type="checkbox"/> SIDETRACK TO REPAIR WELL
	<input type="checkbox"/> CASING REPAIR	<input type="checkbox"/> NEW CONSTRUCTION	<input type="checkbox"/> TEMPORARILY ABANDON
	<input type="checkbox"/> CHANGE TO PREVIOUS PLANS	<input type="checkbox"/> OPERATOR CHANGE	<input type="checkbox"/> TUBING REPAIR
	<input type="checkbox"/> CHANGE TUBING	<input type="checkbox"/> PLUG AND ABANDON	<input type="checkbox"/> VENT OR FLARE
	<input type="checkbox"/> CHANGE WELL NAME	<input type="checkbox"/> PLUG BACK	<input type="checkbox"/> WATER DISPOSAL
	<input type="checkbox"/> CHANGE WELL STATUS	<input type="checkbox"/> PRODUCTION (START/RESUME)	<input type="checkbox"/> WATER SHUT-OFF
	<input type="checkbox"/> COMMINGLE PRODUCING FORMATIONS	<input type="checkbox"/> RECLAMATION OF WELL SITE	<input checked="" type="checkbox"/> OTHER: 1 YR. EXTENSION
	<input type="checkbox"/> CONVERT WELL TYPE	<input type="checkbox"/> RECOMPLETE - DIFFERENT FORMATION	

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

BERRY PETROLEUM COMPANY RESPECTFULLY REQUESTS THAT THE APPROVED APPLICATION TO DRILL FOR THE ABOVE SUBJECT WELL BE EXTENDED FOR A PERIOD OF ONE (1) YEAR.

Approved by the
Utah Division of
Oil, Gas and Mining

STATE BOND #RLB0005651

COPY SENT TO OPERATOR

Date: 1.5.2010

Initials: KS

Date: 12-31-09
By: [Signature]

RECEIVED

DEC 29 2009

DIV. OF OIL, GAS & MINING

NAME (PLEASE PRINT) <u>SHELLEY E. CROZIER</u>	TITLE <u>REGULATORY & PERMITTING SPECIALIST</u>
SIGNATURE <u>Shelley E. Crozier</u>	DATE <u>12/28/2009</u>

(This space for State use only)

**Application for Permit to Drill
Request for Permit Extension
Validation**

(this form should accompany the Sundry Notice requesting permit extension)

API: 43-013-33741
Well Name: LC TRIBAL 11-26D-46
Location: (NW/SE) 1970' FSL, 2308' FEL, SEC. 26-T4S-R6W
Company Permit Issued to: BERRY PETROLEUM COMPANY
Date Original Permit Issued: 1/14/2008

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision.

Following is a checklist of some items related to the application, which should be verified.

If located on private land, has the ownership changed, if so, has the surface agreement been updated? Yes No

Have any wells been drilled in the vicinity of the proposed well which would affect the spacing or siting requirements for this location? Yes No

Has there been any unit or other agreements put in place that could affect the permitting or operation of this proposed well? Yes No

Have there been any changes to the access route including ownership, or right-of-way, which could affect the proposed location? Yes No

Has the approved source of water for drilling changed? Yes No

Have there been any physical changes to the surface location or access route which will require a change in plans from what was discussed at the onsite evaluation? Yes No

Is bonding still in place, which covers this proposed well? Yes No

Shelley E. Crozier
Signature

12/28/2009
Date

Title: Regulatory & Permitting Specialist

Representing: Berry Petroleum Company

RECEIVED
DEC 29 2009
DIV. OF OIL, GAS & MINING

UNITED STATES
DEPARTMENT OF THE INTERIOR
BUREAU OF LAND MANAGEMENT

FORM APPROVED
OMB No. 1004-0137
Expires: July 31, 2010

SUNDRY NOTICES AND REPORTS ON WELLS
Do not use this form for proposals to drill or to re-enter an abandoned well. Use Form 3160-3 (APD) for such proposals.

5. Lease Serial No.
20G-000-5500

6. If Indian, Allottee or Tribe Name
UTE

SUBMIT IN TRIPLICATE - Other instructions on page 2.

1. Type of Well <input checked="" type="checkbox"/> Oil Well <input type="checkbox"/> Gas Well <input type="checkbox"/> Other		7. If Unit of CA/Agreement, Name and/or No. N/A
2. Name of Operator BERRY PETROLEUM COMPANY		8. Well Name and No. LC TRIBAL 11-26D-46
3a. Address 4000 SOUTH 4028 WEST, RT. 2, BOX 7735 ROOSEVELT, UTAH 84066	3b. Phone No. (include area code) (435) 722-1325	9. API Well No. 4301333741
4. Location of Well (Footage, Sec., T., R., M., or Survey Description) 1970' FSL 2308' FEL NW/SE SEC. 26-T4S-R6W		10. Field and Pool or Exploratory Area LAKE CANYON
		11. Country or Parish, State DUCHESNE COUNTY, UTAH

12. CHECK THE APPROPRIATE BOX(ES) TO INDICATE NATURE OF NOTICE, REPORT OR OTHER DATA

TYPE OF SUBMISSION	TYPE OF ACTION			
<input checked="" type="checkbox"/> Notice of Intent	<input type="checkbox"/> Acidize	<input type="checkbox"/> Deepen	<input type="checkbox"/> Production (Start/Resume)	<input type="checkbox"/> Water Shut-Off
<input type="checkbox"/> Subsequent Report	<input type="checkbox"/> Alter Casing	<input type="checkbox"/> Fracture Treat	<input type="checkbox"/> Reclamation	<input type="checkbox"/> Well Integrity
<input type="checkbox"/> Final Abandonment Notice	<input type="checkbox"/> Casing Repair	<input type="checkbox"/> New Construction	<input type="checkbox"/> Recomplete	<input checked="" type="checkbox"/> Other <u>2 YR EXTENSION</u>
	<input type="checkbox"/> Change Plans	<input type="checkbox"/> Plug and Abandon	<input type="checkbox"/> Temporarily Abandon	
	<input type="checkbox"/> Convert to Injection	<input type="checkbox"/> Plug Back	<input type="checkbox"/> Water Disposal	

13. Describe Proposed or Completed Operation: Clearly state all pertinent details, including estimated starting date of any proposed work and approximate duration thereof. If the proposal is to deepen directionally or recompleat horizontally, give subsurface locations and measured and true vertical depths of all pertinent markers and zones. Attach the Bond under which the work will be performed or provide the Bond No. on file with BLM/BIA. Required subsequent reports must be filed within 30 days following completion of the involved operations. If the operation results in a multiple completion or recompleat in a new interval, a Form 3160-4 must be filed once testing has been completed. Final Abandonment Notices must be filed only after all requirements, including reclamation, have been completed and the operator has determined that the site is ready for final inspection.)

BERRY PETROLEUM COMPANY RESPECTFULLY REQUESTS THAT THE APPROVED APPLICATION TO DRILL FOR THE ABOVE SUBJECT WELL BE EXTENDED FOR A PERIOD OF TWO (2) YEARS.

RECEIVED
 FEDERAL FIELD OFFICE
 MAR 5 PM 2 11
 DEPT OF THE INTERIOR
 BUREAU OF LAND MGMT

CONDITIONS OF APPROVAL ATTACHED

14. I hereby certify that the foregoing is true and correct. Name (Printed/Typed)
KATHY K. FIELDSTED

Title SR. REGULATORY AND PERMITTING TECH.

Signature *Kathy K. Fieldsted* Date 03/04/2010

THIS SPACE FOR FEDERAL OR STATE OFFICE USE

Approved by *Carey St. Jonge* Petroleum Engineer Date MAR 19 2010

Conditions of approval, if any, are attached. Approval of this notice does not warrant or certify that the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.

Office

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

(Instructions on page 2)

APR 06 2010

OPERATOR

DEPT. OF OIL, GAS & MINING

CONDITIONS OF APPROVAL

Berry Petroleum Company

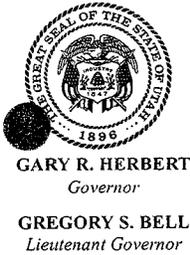
Notice of Intent APD Extension

Lease: 20G-000-5500
Well: LC Tribal 11-26D-46
Location: NWSE Sec 26-T4S-R6W

An extension for the referenced APD is granted with the following conditions:

1. The extension and APD shall expire on March 5th, 2012.
2. No other extension shall be granted.

If you have any other questions concerning this matter, please contact Carey Doyle of this office at (435) 781-3406



State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

January 27, 2011

Kathy Fieldsted
Berry Petroleum Company
Rt. 2, Box 7735
Roosevelt, UT 84066

Re: APD Rescinded – LC Tribal 11-26D-46, Sec. 26, T. 4S, R. 6W
Duchesne County, Utah API No. 43-013-33741

Dear Ms. Fieldsted:

The Application for Permit to Drill (APD) for the subject well was approved by the Division of Oil, Gas and Mining (Division) on January 14, 2008. On January 12, 2009 and December 31, 2009 the Division granted a one-year APD extension. On January 26, 2011, you requested that the division rescind the state approved APD. No drilling activity at this location has been reported to the division. Therefore, approval to drill the well is hereby rescinded, effective January 26, 2011.

A new APD must be filed with this office for approval prior to the commencement of any future work on the subject location.

If any previously unreported operations have been performed on this well location, it is imperative that you notify the Division immediately.

Sincerely,

Diana Mason
Environmental Scientist

cc: Well File
Bureau of Land Management, Vernal